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Tax Services Provider

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**FIRST INTERIM FEE APPLICATION OF DELOITTE TAX LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS TAX SERVICES PROVIDER  
FROM OCTOBER 15, 2018 THROUGH FEBRUARY 28, 2019**

Name of Applicant:	Deloitte Tax LLP
Retained to Provide Professional Services as:	Tax Services Provider
Date of Retention:	Effective <i>Nunc Pro Tunc</i> to October 15, 2018 by Order entered January 22, 2019 [Docket No. 1735]
Period for which Compensation and Reimbursement is Sought:	October 15, 2018 – February 28, 2019
Total Amount of Fees Requested:	\$ 3,263,507.00
Amount of Expense Reimbursement Sought	\$ <u>70,248.94</u>
Total Amount of Fees and Expense Reimbursement Sought as Actual, Reasonable and Necessary	\$ <u><b>3,333,755.94</b></u>
This is a(n) _____ Monthly <input checked="" type="checkbox"/> Interim _____ Final Fee Application/Statement	

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

# **PRIOR MONTHLY FEE APPLICATIONS FILED**

<b>Date Filed</b>	<b>Period Covered</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Approved Fees</b>	<b>Approved Expenses</b>
March 7, 2019	October 1 – November 30, 2018	\$ 1,001,528.00	\$ 28,458.18	\$ 801,222.40	\$ 28,458.18
April 15, 2019	December 1 – December 31, 2018	\$ 724,413.50	\$ 10,356.36	\$ -	\$ -
April 15, 2019	January 1 – January 31, 2019	\$975,867.00	\$27,305.81	\$ -	\$ -
April 15, 2019	February 1 – February 28, 2019	\$565,589.75	\$4,349.96	\$ -	\$ -
<b>Total</b>		<b>\$ 3,268,932.00</b>	<b>\$ 70,248.94</b>	<b>\$ 801,222.40</b>	<b>\$ 28,458.18</b>

# **PERSONNEL**

For the First Interim Fee Application Period from October 1, 2018 – February 28, 2019

<b>Professional</b>	<b>Level</b>	<b>Rate</b>	<b>Hours</b>	<b>Fees</b>
Blinder, Michael	Managing Director	\$975.00	0.9	\$877.50
Bryan, Michael	Managing Director	\$975.00	4.6	\$4,485.00
Collins, Bryan	Partner/Principal	\$975.00	251.0	\$244,725.00
Drigotas, Elizabeth	Partner/Principal	\$975.00	4.8	\$4,680.00
Forrest, Jonathan	Partner/Principal	\$975.00	224.9	\$219,277.50
Pauls, William	Managing Director	\$975.00	40.7	\$39,682.50
Rohrs, Jane	Managing Director	\$975.00	1.5	\$1,462.50
Sullivan, Brian	Managing Director	\$975.00	11.6	\$11,310.00
Van Deusen, Mark	Partner/Principal	\$975.00	3.0	\$2,925.00
Boulos, Ala'a	Partner/Principal	\$850.00	0.3	\$255.00
Collins, Bryan	Partner/Principal	\$850.00	90.1	\$76,585.00
Gibian, Craig	Partner/Principal	\$850.00	4.0	\$3,400.00
Halpern, Irwin	Managing Director	\$850.00	2.2	\$1,870.00
Hermanson, Tom	Managing Director	\$850.00	70.6	\$60,010.00
Hoffman, David	Partner/Principal	\$850.00	78.6	\$66,810.00
Huston, Michael	Partner/Principal	\$850.00	39.7	\$33,745.00
Simulis, Charlie	Managing Director	\$850.00	14.5	\$12,325.00
Stoops, Kenneth	Managing Director	\$850.00	2.6	\$2,210.00
Sullivan, Brian	Managing Director	\$850.00	71.5	\$60,775.00
Tarrant, Steve	Partner/Principal	\$850.00	24.5	\$20,825.00
Tzavelis, Elias	Partner/Principal	\$850.00	410.1	\$348,585.00
Yoo, Peter	Partner/Principal	\$850.00	5.0	\$4,250.00

**PERSONNEL (Continued)**

For the First Interim Fee Application Period from October 1, 2018 – February 28, 2019

Boyle, Matthew	Senior Manager	\$725.00	0.3	\$217.50
Broomhead, Nick	Senior Manager	\$725.00	0.4	\$290.00
Lauret, Kyle	Senior Manager	\$725.00	0.4	\$290.00
Newport, Cathy	Senior Manager	\$725.00	22.2	\$16,095.00
Omar, Fatin	Senior Manager	\$725.00	25.5	\$18,487.50
Paxton, Michael	Senior Manager	\$725.00	48.3	\$35,017.50
Savage, Tara	Senior Manager	\$725.00	17.0	\$12,325.00
Schaefer, Karl	Senior Manager	\$725.00	10.0	\$7,250.00
Wood, Robert	Senior Manager	\$725.00	0.4	\$290.00
Yanchisin, Helen	Managing Director	\$625.00	8.4	\$5,250.00
Baily, Brianna	Manager	\$595.00	288.2	\$171,479.00
Blackwell, Chris	Manager	\$595.00	0.3	\$178.50
Bowen, Ryan	Manager	\$595.00	1.5	\$892.50
Brenner, Myles	Manager	\$595.00	0.4	\$238.00
Butler, Mike	Manager	\$595.00	595.7	\$354,441.50
Byun, Lydia	Manager	\$595.00	5.4	\$3,213.00
Corrigan, Kevin	Manager	\$595.00	236.8	\$140,896.00
Dempsey, Jacob	Manager	\$595.00	29.0	\$17,255.00
Espinola, Jonathan	Manager	\$595.00	176.5	\$105,017.50
Fielding, Stephen	Manager	\$595.00	479.4	\$285,243.00
Jerwick, Erika	Manager	\$595.00	5.6	\$3,332.00
Lowry, Jamie	Manager	\$595.00	34.1	\$20,289.50
Moore, Catherine	Manager	\$595.00	1.0	\$595.00
Vietti, Will	Manager	\$595.00	3.6	\$2,142.00
Ahmadi, Cyavash	Senior Consultant	\$450.00	0.8	\$360.00
Baltuskonis, Nathan	Senior Consultant	\$450.00	0.6	\$270.00
Browning, Maria	Senior Consultant	\$450.00	533.4	\$240,007.50
Feldscher, Taylor	Senior Consultant	\$450.00	56.5	\$25,425.00
Harrell, Frank	Senior Consultant	\$450.00	0.4	\$180.00
Ko, Youngbok	Senior Consultant	\$450.00	42.8	\$19,260.00
Malik, Sana	Senior Consultant	\$450.00	47.2	\$21,240.00
Maxey, Tim	Senior Consultant	\$450.00	8.3	\$3,735.00
Patel, Ankur	Senior Consultant	\$450.00	8.7	\$3,915.00
Riccio, Meghan	Senior Consultant	\$450.00	6.1	\$2,745.00
Schreiber, Mendy	Senior Consultant	\$450.00	159.7	\$71,865.00
Wang, Wei	Senior Consultant	\$450.00	0.7	\$315.00
Abrom, Carisa	Senior Consultant	\$325.00	43.4	\$14,105.00
Allegretti, Joe	Consultant	\$325.00	650.3	\$211,347.50
Allen, Michael	Consultant	\$325.00	0.8	\$260.00
Atwal, Justin	Consultant	\$325.00	275.2	\$89,440.00
Campbell, Anthony	Consultant	\$325.00	2.0	\$650.00
Chatten, Colin	Consultant	\$325.00	502.2	\$163,215.00
Chen, Kelsey	Consultant	\$325.00	23.9	\$7,767.50
Elandary, Hannah	Consultant	\$325.00	15.8	\$5,135.00
Fairchild, Chris	Consultant	\$325.00	59.0	\$19,175.00
Gandhi, Shivani	Consultant	\$325.00	18.3	\$5,947.50
Gopal, Rahul	Consultant	\$325.00	0.6	\$195.00

## PERSONNEL (Continued)

For the First Interim Fee Application Period from October 1, 2018 – February 28, 2019

Hospodarsky, Sara	Consultant	\$325.00	88.8	\$28,860.00
Hybl, Claire	Consultant	\$325.00	1.5	\$487.50
Kim, Charlie	Consultant	\$325.00	1.9	\$617.50
Perez, Cristian	Consultant	\$325.00	9.0	\$2,925.00
Rahman, Rahat	Consultant	\$325.00	12.2	\$3,965.00
Snow, Allie	Consultant	\$325.00	2.5	\$812.50
Soni, Kumail	Consultant	\$325.00	9.0	\$2,925.00
Wolter, Devin	Consultant	\$325.00	9.0	\$2,925.00
Enkhbayar, Tuya	Manager	\$320.00	1.2	\$384.00
Wrobel, Alex	Senior Consultant	\$210.00	43.0	\$9,030.00
Boyle, Connor	Consultant	\$185.00	37.7	\$6,974.50
<b>Professional Subtotal :</b>			<b>6,019.6</b>	<b>\$3,388,256.00</b>

### Adjustment

50% Non-Working Travel				(\$119,324.00)
Voluntary Reduction for Preparation of Fee Applications				(\$5,425.00)
<b>Adjustment Subtotal :</b>				<b>(\$124,749.00)</b>
<b>Total</b>	<b>Blended Rate:</b>	<b>\$542.15</b>	<b>6,019.6</b>	<b>\$3,263,507.00</b>

## COMPENSATION BY CATEGORY

For the First Interim Fee Application Period from October 1, 2018 – February 28, 2019

Categories	Hours	Fees
Employment Tax	5.2	\$4,920.00
Engagement Procedures	8.4	\$3,005.00
Firm Retention	2.0	\$1,700.00
Non-Working Travel	392.2	\$238,648.00
Preparation of Fee Applications	45.0	\$15,465.00
Tax Restructuring Services	5,475.3	\$3,101,859.50
Tax Transaction Services	91.5	\$22,658.50
<b>Fee's Category Subtotal :</b>	<b>6,019.6</b>	<b>\$3,388,256.00</b>

### Adjustment

50% Non-Working Travel Reduction		(\$119,324.00)
Voluntary Reduction for Preparation of Fee Applications		(\$5,425.00)
<b>Adjustment Subtotal :</b>		<b>(\$124,749.00)</b>
<b>Total</b>	<b>6,019.6</b>	<b>\$3,263,507.00</b>



**EXPENSES BY CATEGORY**

For the First Interim Fee Application Period from October 1, 2018 – February 28, 2019

Expense Categories	Total Expenses for the Period
Meals	\$5,769.54
Airfare	\$27,989.08
Hotel	\$21,854.72
Transportation	\$14,010.06
Internet Access While Traveling	\$354.80
Auto Parking	\$231.50
Mileage	\$39.24
Expense Category Subtotal :	<hr/> \$70,248.94

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SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et*  
*al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**FIRST INTERIM FEE APPLICATION OF DELOITTE TAX LLP FOR  
COMPENSAION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS TAX SERVICES PROVIDER  
FROM OCTOBER 15, 2018 THROUGH FEBRUARY 28, 2019**

Pursuant to sections 105, 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (collectively the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York adopted by the Court on November 25, 2009 (the “Local Rules”), United States Bankruptcy Court of the Southern District of New York’s General Order M-447 signed on January 29, 2013 by Chief Judge Cecelia G. Morris (the “General Order”) and this Court’s Order Pursuant to Sections 330 and 331 of the Bankruptcy Code and

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Bankruptcy Rule 2016(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated November 16, 2018 (the “Interim Compensation Order”) (Docket No. 796), Deloitte Tax LLP (“Deloitte Tax” or “Applicant”), as the Debtors’ tax services provider, hereby submits its first interim fee application (“First Interim Fee Application”) for the interim compensation of professional services performed and reimbursement of expenses incurred, by Deloitte Tax for the period commencing October 15, 2018 through and including February 28, 2019 (the “First Interim Fee Application Period”).

By this First Interim Fee Application, Deloitte Tax seeks compensation in the amount of \$3,263,507.00 and reimbursement of actual and necessary expenses incurred in the amount of \$70,248.94 for the First Interim Fee Application Period.

### **JURISDICTION**

1. The Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

### **STATUTORY BASIS**

2. The statutory predicates for the relief requested herein are: (i) sections 328, 330 and 331 of the Bankruptcy Code; (ii) rule 2016 of the Bankruptcy Rules; (iii) rule 2016-1 of the Local Rules; and (iv) the Interim Compensation Order. This Interim Fee Application has been prepared in accordance with General Order 447 and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, effective January 30, 1996 (the “UST Guidelines” and, together with the General Order 447, the “Guidelines”). Pursuant to the Guidelines, a certification regarding compliance with the Guidelines is attached hereto as Exhibit C.

### **BACKGROUND**

3. On October 15, 2018 (the “Petition Date”),<sup>2</sup> the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code. The Debtors’ cases are being jointly administered for procedural purposes pursuant to Bankruptcy Rule 1015 (b).

4. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of these cases are proper under 28 U.S.C. §§ 1408 and 1409.

5. On October 24, 2018, the Office of the United States Trustee for the Southern District of New York appointed an official committee of unsecured creditors in these chapter 11 cases pursuant to section 1102 of the Bankruptcy Code.

### **RETENTION OF DELOITTE TAX LLP**

6. The retention of Deloitte Tax, as tax services provider was approved effective October 15, 2018 by this Court’s “Order Authorizing the Debtors to Retain Deloitte Tax LLP as Tax Services Provider for the Debtors *Nunc Pro Tunc* to October 15, 2018” entered on or about January 22, 2019 (the “Retention Order”) (Docket No. 1735). The Retention Order authorized the Debtors to employ Deloitte Tax pursuant to the terms and conditions set forth in (i) that certain work order, dated February 1, 2018 to provide certain tax advisory services related to the Debtors’ debt exchange transaction (the “Transaction Work Order”); and(ii) that certain work order, dated October 15, 2018, to provide certain tax advisory services relating to the Debtors’ restructuring (the “Restructuring Work Order”) (collectively, the “Engagement Agreements”) between Deloitte

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<sup>2</sup> All of the Debtors filed for chapter 11 on October 15, 2018, with the exception of SHC Licensed Business LLC (filed on October 18, 2018), SHC Promotion LLC (filed on October 22, 2018) and SRe Holding Corporation (filed on January 7, 2019).

Tax and the Debtors. Pursuant to the Retention Order, Deloitte Tax was authorized to perform and to be compensated for professional services and reimbursed for actual and necessary expenses incurred on behalf of the Debtors effective October 15, 2018, subject to application to this Court as set forth therein.

**REQUESTED RELIEF AND BASIS THEREFOR**

7. By this First Interim Fee Application and pursuant to the terms and conditions set forth in the Engagement Agreements, Deloitte Tax requests compensation of 100% of its total fees in the amount of \$3,263,507.00 during the First Interim Fee Application Period. Deloitte Tax also seeks reimbursement of its actual and necessary expenses incurred during the First Interim Fee Application Period in the amount of \$70,248.94, for a total requested compensation of fees and expenses of \$3,333,770.94.

8. All services for which Deloitte Tax requests compensation were performed for or on behalf of the Debtors. Deloitte Tax has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this First Interim Fee Application. There is no agreement or understanding between Deloitte Tax and any nonaffiliated person or unrelated person for the sharing of compensation to be received for services rendered in these chapter 11 cases.

9. The time detail for the First Interim Fee Application Period is attached hereto as Exhibit A. This statement contains daily time logs describing the time spent by each professional and paraprofessional during the First Interim Fee Application Period. To the best of Deloitte Tax's knowledge, this First Interim Fee Application substantially complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the General Order and the Interim Compensation Order (except as set forth herein). Deloitte Tax's time reports are entered and organized by the professional or paraprofessional performing the described services

on a daily basis.

10. A summary of actual and necessary expenses incurred by Deloitte Tax for the First Interim Fee Application Period is attached hereto as Exhibit B. Deloitte Tax does not charge for photocopying, out-going facsimile transmissions, or long distance telephone calls on faxes. Deloitte Tax does not charge the Debtors for the receipt of faxes.

11. The names of the partners, principals and professionals, who have rendered professional services in these chapter 11 cases during the First Interim Fee Application Period, along with a more detailed identification of the actual services provided, are set forth in the attached Exhibit A.

12. The services rendered by Deloitte Tax during the First Interim Fee Application Period can be grouped into the categories set forth below. Deloitte Tax attempted to place the services provided in the category that best related to such services. However, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category. These services performed, by categories, are generally described below, with a more detailed identification of the actual services provided set forth in the attached Exhibit A. Exhibit A identifies the professionals and paraprofessionals who rendered services relating to each category, along with the number of hours for each individual and the total compensation sought for each category.

13. Deloitte Tax affiliates, Deloitte Transactions and Business Analytics LLP and Deloitte & Touche LLP are also providing services to the Debtors, which were approved by separate retention orders of this Court, both entered on January 22, 2019 (Dockets 1734 and 1736, respectively). The fees and expenses of these entities will be subject of separate fee applications.

#### **SUMMARY OF SERVICES PERFORMED**

14. This First Interim Fee Application covers the fees incurred during the First Interim

Fee Application Period. Deloitte Tax believes it appropriate to be compensated for the time spent in connection with these matters, and sets forth a narrative description of the services rendered for the Debtors and the time expended, organized by project task categories, as follows:

**A. Employment Tax**

15. During the First Interim Fee Application Period, Deloitte Tax performed general consulting related to employment tax matters and the tax treatment of executive compensation and bonus payments:

Total Category (Oct. 15, 2018 – Feb. 28, 2019)	Time Expended	Fees
Employment Tax	5.2 Hours	\$ 4,920.00

**B. Engagement Procedures**

16. During the First Interim Fee Application Period, Deloitte Tax prepared access letters for the Debtors' Advisors:

Total Category (Oct. 15, 2018 – Feb. 28, 2019)	Time Expended	Fees
Engagement Procedures	8.4 Hours	\$ 3,005.00

**C. Firm Retention**

17. During the First Interim Fee Application Period, Deloitte Tax prepared its Declaration for retention to be filed with this Court:

Total Category (Oct. 15, 2018 – Feb. 28, 2019)	Time Expended	Fees
Firm Retention	2.0 Hours	\$ 1,700.00

**D. Tax Restructuring Services**

18. During the First Interim Fee Application Period, Deloitte Tax performed the following services:

- a. Advised the Debtors as they consulted with their counsel and financial advisors on the cash tax effects of restructuring and bankruptcy transactions and the post-

restructuring tax profile tax costs;

- b. Advised the Debtors regarding the restructuring and bankruptcy emergence process from a tax perspective;
- c. Assisted the Debtors with documenting, as appropriate, the tax analysis, development of the Debtors' recommendation, observations, and correspondence for multiple proposed restructuring alternatives and related tax matters;
- d. Assisted the Debtors with their efforts to calculate tax basis of their assets and liabilities in each of the Debtors' subsidiaries or other entity interests.
- e. Assisted the Debtors to calculate stock basis in each of the Debtors' subsidiaries or other entity interests.
- f. Advised the Debtors with the preparation of tax modeling to assess the U.S. federal income tax implications of liquidating, disposing of assets, merging or converting entities as part of multiple proposed restructuring alternatives, including the effects on federal and state tax attributes, state incentives, apportionment and other tax planning. The components of the tax modeling included the following:
  - i. Assessing the implications of cancellation of debt income for tax purposes under IRC section 108;
  - ii. Analyzing the Debtors on post-restructuring or post-bankruptcy tax attributes (tax basis in assets, tax basis in subsidiary stock, and net operating loss carryovers) available under the applicable tax regulations and the reduction of such attributes based on the Debtors' operating projections, including a technical analysis of the effects of Treasury Regulation Section 1.1502-28 and the interplay with IRC sections 108 and 1017;
  - iii. Analyzing the effects of tax rules under IRC sections 382(l)(5) and (l)(6)



pertaining to the post-bankruptcy net operating loss carryovers and limitations on their utilization, and the Debtors' ability to qualify for IRC section 382(l)(5);

iv. Analyzing the Debtors on net built-in gain or net built-in loss position at the time of "ownership change" (as defined under IRC section 382), including limitations on use of tax losses generated from post-restructuring or post-bankruptcy asset or stock sales;

g. Advised the Debtors on state income tax treatment, modeling, and planning for restructuring or bankruptcy provisions in various jurisdictions including cancellation of indebtedness calculation, adjustments to tax attributes and limitations on tax attribute utilization;

h. Advised the Debtors on responding to tax notices and audits from various taxing authorities;

i. Advised the Debtors on income tax return reporting of bankruptcy issues and related matters;

j. Advised the Debtors with respect to the disposition of certain notes held by certain of the Debtors' creditors; and

h. Advised the Debtors regarding the determination of the federal income tax filing requirements with respect to the aforementioned debt exchange transaction.

Total Category (Oct. 15, 2018 – Feb. 28, 2019)	Time Expended	Fees
Tax Restructuring Services	5,475.3 Hours	\$ 3,101,859.50

#### **E. Tax Transaction Services**

19. During the First Interim Fee Application Period, Deloitte Tax performed the following services:

- a. Advised the Debtors with respect to the review of the Debtors' debt exchange transaction with respect to the tax effects thereof;
- b. Advised the Debtors regarding the preparation of original issue discount calculations;
- c. Advised the Debtors with respect to the review of the offering memorandum related to the exchange of certain notes held by certain of the Debtors' creditors to analyze tax reporting requirements; and
- d. Advised the Debtors regarding the federal income tax filing requirements with respect to the aforementioned debt exchange transaction.

<b>Total Category (Oct. 15, 2018 – Feb. 28, 2019)</b>	<b>Time Expended</b>	<b>Fees</b>
Tax Transaction Services	91.5 Hours	\$ 22,658.50

#### **F. Non-Working Travel Time**

17. During the First Interim Fee Application Period, Deloitte Tax personnel were required to be on-site to perform to meet with the Debtors Management team on a daily basis. Deloitte Tax has taken a 50% reduction of these fees.

<b>Total Category (Oct. 15, 2018 – Feb. 28, 2019)</b>	<b>Time Expended</b>	<b>Fees</b>
Non-Working Travel Time Prior to Reduction	<b>392.2 Hours</b>	<b>\$ 238,648.00</b>
<i>Less: 50% Reduction</i>		<b>(\$119,324.00)</b>
<b>Total Non-Working Travel Time Net of Reduction</b>		<b>\$119,324.00</b>

#### **G. Preparation of Fee Applications**

18. During the First Interim Fee Application Period, staff for Deloitte Tax prepared its monthly fee statements in accordance with the Interim Compensation Order. Deloitte Tax filed its first monthly fee application covering the period from October 15, 2018 through November 30, 2018 on March 7, 2019 [Docket No. 2771] and incurred time to prepare its second monthly fee statement covering the periods from December 1, 2018 through December 31, 2018, which was

filed subsequent to the First Interim Fee Application Period. The fees sought for the preparation of monthly fee statements and schedules represent 0.47% of the total fees requested for the First Interim Fee Application Period. Deloitte Tax has included a voluntary reduction in the amount of \$5,425.00 for services related to the preparation of its monthly fee statements during the First Interim Fee Application Period.

<b>Total Category (Oct. 15, 2018 – Feb. 28, 2019)</b>	<b>Time Expended</b>	<b>Fees</b>
Preparation of Fee Applications	45.0 Hours	\$ 15,465.00
<i>Less: Voluntary Reduction</i>		(\$5,425.00)
<b>Total Preparation of Fee Applications Net of Reduction</b>		<b>\$ 10,040.00</b>

### **ALLOWANCE OF COMPENSATION AND ACTUAL AND NECESSARY EXPENSES**

#### **A. Compensation Sought**

19. Because of the benefits realized by the Debtors, the nature of services provided, the amount of work done, the time consumed and the skill required, Deloitte Tax requests that it be allowed, on an interim basis, compensation for the professional services rendered during the First Interim Fee Application Period in the sum of \$ 3,263,507.00.

20. During the First Interim Fee Application Period, allowance of compensation in the amount requested would result in a blended hourly billing rate for professionals of approximately \$542.15. The fees charged by Deloitte Tax in these chapter 11 cases are billed in accordance with its existing billing structure and procedures in effect during the First Interim Fee Application Period.

21. Deloitte Tax respectfully submits that the professional services rendered by Deloitte Tax for the Debtors during the First Interim Fee Application Period were reasonable, necessary and appropriate to the administration of these chapter 11 cases and related matters.

#### **B. Reimbursement of Actual and Necessary Expenses Incurred by Deloitte Tax**

22. Deloitte Tax has disbursed, and requests reimbursement for, a total of \$70,248.94

Application Period, which represents actual, necessary expenses incurred in the rendition of professional services in these chapter 11 cases.

23. Deloitte Tax believes that the actual expenses incurred in providing professional services during the First Interim Fee Application Period were necessary, reasonable and justified under the circumstances to provide services to the Debtors in these chapter 11 cases.

**DELOITTE TAX'S REQUESTED FEES AND REIMBURSEMENT OF  
EXPENSES SHOULD BE ALLOWED BY THIS COURT**

24. Section 330 provides that a court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330 sets forth the criteria for the award of compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

25. In these chapter 11 cases, Deloitte Tax respectfully submits that the services for which it seeks compensation in the First Interim Fee Application Period were necessary for and beneficial to the Debtors and were performed economically, effectively, and efficiently. Deloitte Tax further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors. Further, in accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (i) the complexity of these chapter 11 cases; (ii) the time expended; (iii) the nature and extent of the services rendered; (iv) the value of such services; and (v) the costs of comparable services other than in a case under the Bankruptcy Code. Accordingly, the approval of the compensation and expense reimbursement sought herein is warranted.

**CERTIFICATE OF COMPLIANCE AND WAIVER**

26. Finally, as set forth in Exhibit C attached hereto, the undersigned representative of Deloitte Tax certifies that it has reviewed the requirements of rule 2016-1 of the Local Rules and that the Application substantially complies with that Local Rule. To the extent that the Application does not comply in all respects with the requirements of Local Rule 2016-1, Deloitte Tax believes that such deviations are not material and respectfully requests that any such requirement be waived.

*[remainder of this page intentionally left blank]*

**WHEREFORE**, pursuant to the Interim Compensation Order, Deloitte Tax respectfully requests that, for the period from October 15, 2018 through February 28, 2019, the Court (i) grant Deloitte Tax interim allowance of compensation in the amount of \$3,268,932.00 for professional services rendered during the First Interim Fee Application Period and reimbursement of actual and necessary expenses in the amount of \$70,248.94 for a total allowance of \$3,339,180.94, in each case on an interim basis, (ii) authorize and direct the Debtors to pay the foregoing amounts to the extent not previously paid, and (iii) grant such other and further relief as may be just and proper.

Dated: April 15, 2019  
Chicago, Illinois

Respectfully submitted,



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Deloitte Tax LLP  
Thomas C. Hermanson  
111 S. Wacker Drive  
Chicago, Illinois 60606-4301  
Telephone: 312-486-9858

TAX SERVICES PROVIDER

**EXHIBIT A**

**PROFESSIONAL SERVICES TIME DETAIL FOR DELOITTE TAX FOR  
THE FIRST INTERIM FEE APPLICATION PERIOD**

**OCTOBER 15, 2018 THROUGH FEBRUARY 28, 2019**

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Non-Working Travel</i>				
12/14/2018				
Tzavelis, Elias	Travel from Hoffman Estates, IL to New York, NY.	\$850.00	3.0	\$2,550.00
Tzavelis, Elias	Travel from New York, NY to Hoffman Estates, IL.	\$850.00	3.0	\$2,550.00
01/07/2019				
Browning, Maria	Travel from New York, NY to Hoffman Estates, IL.	\$450.00	6.0	\$2,700.00
Chatten, Colin	Travel from New York, NY to Hoffman Estates, IL.	\$325.00	6.3	\$2,047.50
Collins, Bryan	Travel from Washington, DC to Hoffman Estates, IL.	\$975.00	3.7	\$3,607.50
Fielding, Stephen	Travel New York, NY to Hoffman Estates, IL.	\$595.00	4.5	\$2,677.50
Tzavelis, Elias	Travel from New York, NY to Hoffman Estates, IL.	\$850.00	3.0	\$2,550.00
01/08/2019				
Baily, Brianna	Travel from Newark, NJ to Chicago, IL.	\$595.00	5.8	\$3,451.00
Forrest, Jonathan	Travel from Washington, DC to Chicago, IL.	\$975.00	3.0	\$2,925.00
01/09/2019				
Baily, Brianna	Travel from Chicago, IL to Newark, NJ.	\$595.00	5.2	\$3,094.00
Browning, Maria	Travel from Chicago, IL to New York, NY.	\$450.00	6.0	\$2,700.00
Chatten, Colin	Travel from Chicago, IL to New York, NY.	\$325.00	5.8	\$1,885.00
Collins, Bryan	Travel from Chicago, IL to Washington, DC.	\$975.00	3.7	\$3,607.50
Fielding, Stephen	Travel from Chicago, IL to New York, NY.	\$595.00	5.0	\$2,975.00
Forrest, Jonathan	Travel from Chicago, IL to Washington, DC.	\$975.00	2.6	\$2,535.00
Tzavelis, Elias	Travel from Chicago, IL to New York, NY.	\$850.00	3.0	\$2,550.00
01/13/2019				
Allegretti, Joe	Travel from Chicago, IL to New York, NY.	\$325.00	4.5	\$1,462.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Employment Tax</i>				
12/12/2018				
Drigotas, Elizabeth	Discuss CEO payroll tax issues with T. Hermanson (Deloitte).	\$975.00	0.4	\$390.00
Hermanson, Tom	Discuss CEO payroll tax issues with E. Drigotas (Deloitte).	\$850.00	0.4	\$340.00
12/13/2018				
Drigotas, Elizabeth	Discuss with P. Wessel (Weil Gotschal) employment tax requirements.	\$975.00	1.6	\$1,560.00
12/14/2018				
Broomhead, Nick	Discuss CEO payroll tax issues with E. Drigotas (Deloitte).	\$725.00	0.4	\$290.00
Drigotas, Elizabeth	Discuss CEO payroll tax issues with N. Broomhead (Deloitte).	\$975.00	0.4	\$390.00
12/19/2018				
Drigotas, Elizabeth	Review employment tax obligations with P. Wessel (Weil Gotschal).	\$975.00	2.0	\$1,950.00
Subtotal for Employment Tax:			5.2	\$4,920.00

*Engagement Procedures*

12/14/2018				
Chatten, Colin	Prepare access letters for Houlihan Lokey.	\$325.00	0.7	\$227.50
12/19/2018				
Chatten, Colin	Prepare access letters for Pricewaterhouse Coopers.	\$325.00	0.8	\$260.00
Chatten, Colin	Update access letters for Houlihan Lokey.	\$325.00	0.8	\$260.00
12/21/2018				
Browning, Maria	Update access letters for advisors' execution.	\$450.00	0.9	\$405.00
Chatten, Colin	Revise access letters for Cleary Gottlieb Steen & Hamilton.	\$325.00	1.2	\$390.00
12/24/2018				
Browning, Maria	Update access letters for ESL advisors.	\$450.00	1.3	\$585.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Engagement Procedures</i>				
12/31/2018				
Chatten, Colin	Prepare access letters for Cleary Gottlieb Steen & Hamilton.	\$325.00	2.7	\$877.50
Subtotal for Engagement Procedures:			8.4	\$3,005.00
<i>Firm Retention</i>				
12/06/2018				
Hermanson, Tom	Review Deloitte Tax Declaration to be filed with the court.	\$850.00	1.5	\$1,275.00
Hermanson, Tom	Discuss Deloitte Tax Declaration with M. Rothchild (Deloitte).	\$850.00	0.5	\$425.00
Subtotal for Firm Retention:			2.0	\$1,700.00
<i>Non-Working Travel</i>				
10/24/2018				
Browning, Maria	Travel from Hoffman Estates, IL to New York, NY.	\$450.00	2.9	\$1,305.00
10/28/2018				
Browning, Maria	Travel from New York, NY to Hoffman Estates, IL.	\$450.00	2.9	\$1,305.00
Corrigan, Kevin	Travel from New York, NY to Chicago, IL.	\$595.00	2.6	\$1,547.00
Fielding, Stephen	Travel from Hoboken, NJ to Hoffman Estates, IL.	\$595.00	3.5	\$2,082.50
Forrest, Jonathan	Travel from Washington, DC to Chicago, IL.	\$975.00	2.9	\$2,827.50
Tzavelis, Elias	Travel from New York, NY to Hoffman Estates, IL.	\$850.00	1.0	\$850.00
10/29/2018				
Butler, Mike	Travel to Hoffman Estates, IL from Chicago, IL.	\$595.00	1.4	\$833.00
Fielding, Stephen	Travel from Hoffman Estates, IL, to Hoboken, NJ	\$595.00	3.5	\$2,082.50
Forrest, Jonathan	Return travel from Chicago, IL to Washington, D.C.	\$975.00	2.9	\$2,827.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Non-Working Travel</i>				
10/29/2018				
Hoffman, David	Travel from Chicago, IL to Hoffman Estates, IL.	\$850.00	0.6	\$510.00
10/30/2018				
Butler, Mike	Travel to Hoffman Estates, IL from Chicago, IL.	\$595.00	1.4	\$833.00
Corrigan, Kevin	Travel from Chicago, IL to New York, NY.	\$595.00	2.9	\$1,725.50
Tzavelis, Elias	Travel from Hoffman Estates, IL to New York, NY.	\$850.00	1.0	\$850.00
11/04/2018				
Browning, Maria	Travel from New York, NY to Hoffman Estates, IL.	\$450.00	2.9	\$1,305.00
Browning, Maria	Travel from New York, NY to Hoffman Estates, IL.	\$450.00	0.8	\$360.00
Collins, Bryan	Travel from Washington, DC to Chicago, IL.	\$850.00	2.4	\$2,040.00
Tzavelis, Elias	Travel from New York, NY to Hoffman Estates, IL.	\$850.00	3.0	\$2,550.00
11/05/2018				
Allegretti, Joe	Travel from Chicago, IL to Hoffman Estates, IL.	\$325.00	1.3	\$422.50
Butler, Mike	Travel from Chicago, IL to Hoffman Estates, IL.	\$595.00	1.3	\$773.50
Corrigan, Kevin	Travel from New York, NY to Chicago, IL.	\$595.00	2.9	\$1,725.50
Huston, Michael	Travel from Chicago, IL to Hoffman Estates, IL.	\$850.00	1.6	\$1,360.00
11/07/2018				
Allegretti, Joe	Travel from Hoffman Estates, IL to Chicago, IL.	\$325.00	1.6	\$520.00
Browning, Maria	Travel from Hoffman Estates, IL to New York, NY.	\$450.00	2.9	\$1,305.00
Browning, Maria	Travel from Hoffman Estates, IL to New York, NY.	\$450.00	2.9	\$1,305.00
Butler, Mike	Travel from Hoffman Estates, IL to Chicago, IL.	\$595.00	1.4	\$833.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Non-Working Travel</i>				
11/07/2018				
Corrigan, Kevin	Travel from Chicago, IL to New York, NY.	\$595.00	2.8	\$1,666.00
Tzavelis, Elias	Travel from Hoffman Estates, IL to New York, NY.	\$850.00	3.0	\$2,550.00
11/11/2018				
Browning, Maria	Travel from New York, NY to Hoffman Estates, IL.	\$450.00	6.5	\$2,925.00
Chatten, Colin	Travel from Hoboken, NJ to Hoffman Estates, IL.	\$325.00	5.4	\$1,755.00
Fielding, Stephen	Travel from Hoboken, NJ to Hoffman Estates, IL.	\$595.00	6.1	\$3,629.50
11/12/2018				
Allegretti, Joe	Travel from Chicago, IL to Hoffman Estates, IL.	\$325.00	1.1	\$357.50
Butler, Mike	Travel from Chicago, IL to Hoffman Estates, IL.	\$595.00	1.2	\$714.00
Corrigan, Kevin	Travel from New York, NY to Hoffman Estates, IL.	\$595.00	4.6	\$2,737.00
Tzavelis, Elias	Travel from New York, NY to Hoffman Estates, IL.	\$850.00	3.0	\$2,550.00
11/13/2018				
Allegretti, Joe	Travel from Hoffman Estates, IL to Chicago, IL.	\$325.00	1.3	\$422.50
Butler, Mike	Travel from Hoffman Estates, IL to Chicago, IL.	\$595.00	1.3	\$773.50
11/14/2018				
Browning, Maria	Travel from Hoffman Estates, IL to New York, NY.	\$450.00	6.5	\$2,925.00
Corrigan, Kevin	Travel from Hoffman Estates, IL to New York, NY.	\$595.00	4.9	\$2,915.50
Fielding, Stephen	Travel from Hoffman Estates, IL, to Hoboken, NJ.	\$595.00	6.0	\$3,570.00
Tzavelis, Elias	Travel from Hoffman Estates, IL to New York, NY.	\$850.00	3.0	\$2,550.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Non-Working Travel</i>				
11/15/2018				
Chatten, Colin	Travel from Hoffman Estates, IL to New Jersey.	\$325.00	7.1	\$2,307.50
11/19/2018				
Browning, Maria	Travel from New York, NY to Washington, DC.	\$450.00	4.0	\$1,800.00
Browning, Maria	Travel from Washington, DC to New York, NY.	\$450.00	4.0	\$1,800.00
Chatten, Colin	Return travel from Washington, D.C. to Hoboken, NJ.	\$325.00	3.8	\$1,235.00
Chatten, Colin	Travel from Hoboken, NJ to Washington, D.C.	\$325.00	3.8	\$1,235.00
Fielding, Stephen	Travel from Hoboken, NJ to Washington, DC.	\$595.00	4.5	\$2,677.50
Fielding, Stephen	Travel from Washington, DC to Hoboken, NJ.	\$595.00	4.5	\$2,677.50
11/20/2018				
Tzavelis, Elias	Travel to Washington, DC from New York, NY.	\$850.00	4.0	\$3,400.00
12/02/2018				
Baily, Brianna	Travel from Newark, NJ to Chicago, IL.	\$595.00	2.8	\$1,666.00
Browning, Maria	Travel from New York, NY to Hoffman Estates, IL.	\$450.00	3.5	\$1,575.00
Chatten, Colin	Travel from Hoboken, NJ to Hoffman Estates, IL	\$325.00	3.6	\$1,170.00
Collins, Bryan	Travel from Washington, DC to Chicago, IL	\$975.00	4.6	\$4,485.00
Tzavelis, Elias	Travel from New York, NY to Hoffman Estates, IL.	\$850.00	3.0	\$2,550.00
12/03/2018				
Allegretti, Joe	Travel from Chicago, IL to Hoffman Estates, IL back to Chicago, IL.	\$325.00	2.5	\$812.50
Butler, Mike	Travel from Chicago, IL to Hoffman Estates, IL.	\$595.00	1.3	\$773.50
Butler, Mike	Travel to Hoffman Estates, IL from Chicago, IL.	\$595.00	0.8	\$476.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Non-Working Travel</i>				
12/03/2018				
Fielding, Stephen	Travel from Hoboken, NJ to Hoffman Estates, IL.	\$595.00	5.9	\$3,510.50
Forrest, Jonathan	Travel from Chicago, IL to Washington, DC	\$975.00	2.9	\$2,827.50
Forrest, Jonathan	Travel from Washington, DC to Chicago, IL	\$975.00	2.9	\$2,827.50
12/04/2018				
Baily, Brianna	Travel from Chicago, IL to Newark, NJ.	\$595.00	4.9	\$2,915.50
Browning, Maria	Travel from Hoffman Estates, IL to New York, NY.	\$450.00	3.5	\$1,575.00
Chatten, Colin	Travel from Hoffman Estates, IL to Hoboken, NJ	\$325.00	5.9	\$1,917.50
12/05/2018				
Fielding, Stephen	Travel from Hoffman Estates, IL, to Hoboken, NJ	\$595.00	3.8	\$2,261.00
12/09/2018				
Allegretti, Joe	Travel from Chicago, IL to New York, experiencing travel delays.	\$325.00	3.0	\$975.00
Allegretti, Joe	Travel from Chicago, IL to New York, experiencing travel delays.	\$325.00	2.5	\$812.50
Butler, Mike	Travel from Chicago, IL to New York, NY	\$595.00	3.4	\$2,023.00
12/11/2018				
Allegretti, Joe	Travel from New York, IL to Chicago, IL.	\$325.00	3.0	\$975.00
Allegretti, Joe	Travel from New York, IL to Chicago, IL.	\$325.00	3.0	\$975.00
Butler, Mike	Travel from New York, NY to Chicago, IL	\$595.00	3.7	\$2,201.50
12/13/2018				
Collins, Bryan	Travel from Washington, DC to Chicago, IL	\$975.00	2.8	\$2,730.00
12/14/2018				
Collins, Bryan	Travel from Chicago, IL to Washington, DC	\$975.00	4.5	\$4,387.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Non-Working Travel</i>				
01/13/2019				
Butler, Mike	Travel from Chicago, IL to New York, NY.	\$595.00	4.5	\$2,677.50
01/15/2019				
Allegretti, Joe	Travel from New York, NY to Chicago, IL.	\$325.00	4.5	\$1,462.50
Butler, Mike	Travel from New York, NY to Chicago, IL.	\$595.00	4.5	\$2,677.50
01/22/2019				
Allegretti, Joe	Travel from Chicago, IL to New York, NY.	\$325.00	4.8	\$1,560.00
Butler, Mike	Travel from Chicago, IL to New York, NY.	\$595.00	4.7	\$2,796.50
01/23/2019				
Forrest, Jonathan	Travel from Washington, DC to New York, NY.	\$975.00	2.5	\$2,437.50
Hoffman, David	Travel from Chicago, IL to New York, NY.	\$850.00	2.0	\$1,700.00
01/24/2019				
Forrest, Jonathan	Travel from New York, NY to Washington, DC.	\$975.00	3.5	\$3,412.50
Hoffman, David	Travel from Chicago, IL to New York, NY for Sears tax meeting at Weil Gotshal.	\$850.00	1.5	\$1,275.00
01/25/2019				
Allegretti, Joe	Travel from New York, NY to Chicago, IL.	\$325.00	5.0	\$1,625.00
Butler, Mike	Travel from New York, NY to Chicago, IL.	\$595.00	4.9	\$2,915.50
01/27/2019				
Allegretti, Joe	Travel from Chicago, IL to New York, NY.	\$325.00	5.1	\$1,657.50
Butler, Mike	Travel from Chicago, IL to New York, NY.	\$595.00	4.7	\$2,796.50
01/29/2019				
Collins, Bryan	Travel from Washington, DC to New York, NY.	\$975.00	4.3	\$4,192.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Non-Working Travel</i>				
01/29/2019				
Forrest, Jonathan	Travel from Washington, DC to New York, NY.	\$975.00	3.6	\$3,510.00
01/30/2019				
Collins, Bryan	Travel from New York, NY to Washington, DC.	\$975.00	3.9	\$3,802.50
Forrest, Jonathan	Travel from New York, NY to Washington, DC.	\$975.00	3.3	\$3,217.50
01/31/2019				
Butler, Mike	Travel from New York, NY to Chicago, IL.	\$595.00	6.7	\$3,986.50
02/03/2019				
Collins, Bryan	Travel from Washington, DC to New York, NY for meeting at Weil Gotshal with Cleary and PwC.	\$975.00	4.3	\$4,192.50
02/04/2019				
Allegretti, Joe	Travel from Washington, DC to New York, NY for meeting at Weil Gotshal with Cleary and PwC.	\$325.00	1.2	\$390.00
Allegretti, Joe	Travel from Atlanta, GA to New York, NY for meeting at Weil Gotshal with Cleary and PwC.	\$325.00	3.5	\$1,137.50
Allegretti, Joe	Return travel from New York, NY to Chicago, IL following meeting at Weil Gotshal with Cleary and PwC.	\$325.00	0.7	\$227.50
Collins, Bryan	Return travel from New York, NY to Washington, DC following meeting at Weil Gotshal with Cleary and PwC.	\$975.00	4.1	\$3,997.50
Forrest, Jonathan	Travel from Washington, DC to New York, NY for meeting at Weil Gotshal with Cleary and PwC.	\$975.00	2.7	\$2,632.50
Forrest, Jonathan	Return travel from New York, NY to Washington, DC following meeting at Weil Gotshal with Cleary and PwC.	\$975.00	2.9	\$2,827.50
Subtotal for Non-Working Travel:			392.2	\$238,648.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Preparation of Fee Applications</i>				
01/03/2019				
Abrom, Carisa	Prepare November monthly fee statement.	\$325.00	5.1	\$1,657.50
01/04/2019				
Abrom, Carisa	Prepare November exhibits for monthly fee statement.	\$325.00	4.3	\$1,397.50
01/07/2019				
Abrom, Carisa	Review expenses for first monthly fee statement.	\$325.00	2.2	\$715.00
Abrom, Carisa	Review fees for first monthly fee statement.	\$325.00	5.3	\$1,722.50
01/09/2019				
Abrom, Carisa	Review fees for first monthly fee statement.	\$325.00	1.7	\$552.50
01/11/2019				
Abrom, Carisa	Review November expenses for preparation of monthly fee statement.	\$325.00	1.6	\$520.00
01/14/2019				
Abrom, Carisa	Update November monthly fee statement.	\$325.00	4.3	\$1,397.50
01/18/2019				
Abrom, Carisa	Prepare December monthly fee statement.	\$325.00	4.7	\$1,527.50
01/22/2019				
Abrom, Carisa	Prepare December exhibits for monthly fee statement.	\$325.00	6.8	\$2,210.00
02/19/2019				
Abrom, Carisa	Update December monthly fee statement.	\$325.00	2.4	\$780.00
02/21/2019				
Abrom, Carisa	Prepare January monthly fee statement.	\$325.00	5.0	\$1,625.00
02/22/2019				
Hermanson, Tom	Review November monthly fee statement.	\$850.00	1.0	\$850.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
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*Preparation of Fee Applications*

02/22/2019

Hoffman, David	Review Deloitte November monthly fee statement.	\$850.00	0.6	\$510.00
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Subtotal for Preparation of Fee Applications:

45.0 \$15,465.00

*Tax Restructuring Services*

10/19/2018

Tzavelis, Elias	Review corporate history and financial statements.	\$850.00	1.3	\$1,105.00
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10/21/2018

Collins, Bryan	Review 10K with respect to tax issues related to bankruptcy tax issues to prepare for meeting with client.	\$850.00	2.3	\$1,955.00
Hoffman, David	Review and comment on workshop materials related to background tax data.	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Review deck presentation regarding bankruptcy tax rules.	\$850.00	1.2	\$1,020.00

10/22/2018

Collins, Bryan	Analyze critical paths to evaluating tax issues from bankruptcy; meeting with Deloitte personnel to discuss same	\$850.00	2.3	\$1,955.00
Collins, Bryan	Meeting with D. Hoffman (Deloitte) before client meeting to discuss bankruptcy tax matters.	\$850.00	1.3	\$1,105.00
Collins, Bryan	Analyze tax issues relating to bankruptcy process.	\$850.00	3.1	\$2,635.00
Fielding, Stephen	Review public information regarding Sears' debt in structure.	\$595.00	2.1	\$1,249.50
Fielding, Stephen	Prepare request list for the company.	\$595.00	1.8	\$1,071.00
Hoffman, David	Meeting with L. Meerchant and R. Boyle of Sears regarding tax data and next steps.	\$850.00	0.9	\$765.00
Hoffman, David	Meeting with B. Collins (Deloitte) before client meeting to discuss bankruptcy tax matters.	\$850.00	1.3	\$1,105.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
10/22/2018				
Hoffman, David	Call with S. Goldring (Weil) regarding case tax matters.	\$850.00	0.8	\$680.00
Hoffman, David	Prepare tax workplan, including data needs.	\$850.00	1.9	\$1,615.00
Tzavelis, Elias	Review deck presentation regarding bankruptcy tax rules.	\$850.00	1.9	\$1,615.00
10/23/2018				
Baily, Brianna	Research Sears bankruptcy website for debtor-in-possession (DIP) financing terms.	\$595.00	0.6	\$357.00
Browning, Maria	Create organizational chart based on company information.	\$450.00	2.9	\$1,305.00
Browning, Maria	Research information related to Sears debt.	\$450.00	2.7	\$1,215.00
Browning, Maria	Create Sears organizational chart to synthesize information received.	\$450.00	2.3	\$1,035.00
Chatten, Colin	Review tax information provided by client.	\$325.00	0.5	\$162.50
Collins, Bryan	Review of DIP loan documentation.	\$850.00	0.6	\$510.00
Fielding, Stephen	Prepare workplan for tax tasks and workstreams to be completed.	\$595.00	1.2	\$714.00
Fielding, Stephen	Update workplan for tax tasks and workstreams to be completed.	\$595.00	0.9	\$535.50
Hoffman, David	Review tax workplan and next steps.	\$850.00	1.7	\$1,445.00
10/24/2018				
Browning, Maria	Create organizational chart based on company information.	\$450.00	2.4	\$1,080.00
Browning, Maria	Call with D. Hoffman, T. Hermanson, M. Huston, E. Tzavelis, S. Fielding (Deloitte), R. Boyle, and L. Meerschaert (Sears) discussing procedures for stock basis calculation.	\$450.00	0.5	\$225.00
Browning, Maria	Analyze tax information uploaded to data room related to case.	\$450.00	0.8	\$360.00
Chatten, Colin	Review tax information received from client related to case.	\$325.00	2.0	\$650.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
10/24/2018				
Corrigan, Kevin	Review documentation relating to stock basis uploaded to Deloitte share site.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with D. Hoffman, T. Hermanson, M. Huston, E. Tzavelis, M. Browning (Deloitte), R. Boyle, and L. Meerschaert (Sears) discussing procedures for stock basis calculation.	\$595.00	0.5	\$297.50
Fielding, Stephen	Update workplan for tax tasks and workstreams to be completed.	\$595.00	2.5	\$1,487.50
Hermanson, Tom	Call with D. Hoffman, S. Fielding, M. Huston, E. Tzavelis, M. Browning (Deloitte), R. Boyle, and L. Meerschaert (Sears) discussing procedures for stock basis calculation.	\$850.00	0.5	\$425.00
Hoffman, David	Call with T. Hermanson, M. Huston, E. Tzavelis, S. Fielding, M. Browning (all Deloitte), R. Boyle, and L. Meerschaert (both Sears) to discuss procedures for stock basis calculation.	\$850.00	0.5	\$425.00
Hoffman, David	Review and comment on draft scope of engagement.	\$850.00	1.1	\$935.00
Hoffman, David	Review tax basis and other tax data provided by Sears tax.	\$850.00	1.7	\$1,445.00
Huston, Michael	Call with D. Hoffman, T. Hermanson, S. Fielding, E. Tzavelis, M. Browning (Deloitte), R. Boyle, and L. Meerschaert (Sears) discussing procedures for stock basis calculation.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with D. Hoffman, T. Hermanson, M. Huston, S. Fielding, M. Browning (Deloitte), R. Boyle, and L. Meerschaert (Sears) discussing procedures for stock basis calculation.	\$850.00	0.5	\$425.00
10/25/2018				
Baily, Brianna	Call with J. Forrest, B. Collins, D. Hoffman, E. Tzavelis, S. Fielding, C. Chatten, M. Schreiber, and M. Browning (all Deloitte) to discuss diligence requests and documents provided.	\$595.00	0.8	\$476.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
10/25/2018				
Baily, Brianna	Review correspondence and documents related to Sears bankruptcy filing.	\$595.00	0.6	\$357.00
Boulos, Ala'a	Call with E. Tzavelis and M. Browning (both Deloitte) to discuss the emergence transaction structure.	\$850.00	0.3	\$255.00
Browning, Maria	Update company organizational chart.	\$450.00	0.8	\$360.00
Browning, Maria	Call with E. Tzavelis and T. Hermanson (both Deloitte) to discuss scope of emergence transaction.	\$450.00	0.4	\$180.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) to discuss tax information provided by Sears.	\$450.00	1.0	\$450.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) to discuss tax information provided by Sears.	\$450.00	0.6	\$270.00
Browning, Maria	Call with E. Tzavelis and A. Boulos (both Deloitte) to discuss the emergence transaction structure.	\$450.00	0.3	\$135.00
Browning, Maria	Call with J. Forrest, B. Collins, D. Hoffman, E. Tzavelis, S. Fielding, C. Chatten, M. Schreiber, and B. Baily (all Deloitte) to discuss diligence requests and documents provided.	\$450.00	0.8	\$360.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) to discuss tax information provided by Sears.	\$325.00	1.0	\$325.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) to discuss tax information provided by Sears.	\$325.00	0.6	\$195.00
Chatten, Colin	Analyze legal entity ownership documentation provided by client to understand legal and tax structure of Sears Holdings Corporation and subsidiaries.	\$325.00	4.0	\$1,300.00
Chatten, Colin	Call with J. Forrest, B. Collins, D. Hoffman, E. Tzavelis, S. Fielding, B. Baily, M. Schreiber, and M. Browning (all Deloitte) to discuss diligence requests and documents provided.	\$325.00	0.8	\$260.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
10/25/2018				
Collins, Bryan	Prepare for and call with J. Forrest, B. Baily, D. Hoffman, E. Tzavelis, S. Fielding, C. Chatten, M. Schreiber, and M. Browning (all Deloitte) to discuss diligence requests and documents provided.	\$850.00	1.4	\$1,190.00
Fielding, Stephen	Call with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) to discuss tax information provided by Sears.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) to discuss tax information provided by Sears.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with J. Forrest, B. Collins, D. Hoffman, E. Tzavelis, B. Baily, C. Chatten, M. Schreiber, and M. Browning (all Deloitte) to discuss diligence requests and documents provided.	\$595.00	0.8	\$476.00
Fielding, Stephen	Read and provide comment on tax basis information.	\$595.00	2.8	\$1,666.00
Forrest, Jonathan	Call with B. Baily, B. Collins, D. Hoffman, E. Tzavelis, S. Fielding, C. Chatten, M. Schreiber, and M. Browning (all Deloitte) to discuss diligence requests and documents provided.	\$975.00	0.8	\$780.00
Forrest, Jonathan	Review tax diligence request list and responsive documentation.	\$975.00	1.4	\$1,365.00
Hermanson, Tom	Call with E. Tzavelis and M. Browning (both Deloitte) to discuss scope of transaction.	\$850.00	0.5	\$425.00
Hoffman, David	Call with J. Forrest, B. Collins, B. Baily, E. Tzavelis, S. Fielding, C. Chatten, M. Schreiber, and M. Browning (all Deloitte) to discuss diligence requests and documents provided.	\$850.00	0.8	\$680.00
Hoffman, David	Review additional Debtors' counsel correspondence regarding tax data.	\$850.00	0.5	\$425.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
10/25/2018				
Schreiber, Mendy	Call with J. Forrest, B. Collins, D. Hoffman, E. Tzavelis, S. Fielding, C. Chatten, B. Baily, and M. Browning (all Deloitte) to discuss diligence requests and documents provided.	\$450.00	0.8	\$360.00
Tzavelis, Elias	Call with J. Forrest, B. Collins, D. Hoffman, B. Baily, S. Fielding, C. Chatten, M. Schreiber, and M. Browning (all Deloitte) to discuss diligence requests and documents provided.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with T. Hermanson and M. Browning (both Deloitte) to discuss scope of transaction.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, and M. Browning (all Deloitte) to discuss tax information provided by Sears.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with M. Browning and A. Boulos (both Deloitte) to discuss the emergence transaction structure.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, and M. Browning (all Deloitte) to discuss tax information provided by Sears.	\$850.00	0.6	\$510.00
10/26/2018				
Browning, Maria	Update organizational chart.	\$450.00	2.9	\$1,305.00
Browning, Maria	Continue to update organizational chart.	\$450.00	1.5	\$675.00
Browning, Maria	Call with E. Tzavelis, J. Forrest, D. Hoffman, T. Hermanson, S. Fielding, C. Chatten (all Deloitte) and L. Meerschaert, C. Olsen, D. Meyer, R. Boyle, K. Lejkowski (all Sears) to discuss engagement status updates.	\$450.00	0.7	\$315.00
Browning, Maria	Call with E. Tzavelis and S. Fielding (both Deloitte) to discuss engagement next steps and status updates.	\$450.00	0.9	\$405.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
10/26/2018				
Chatten, Colin	Call with E. Tzavelis, J. Forrest, D. Hoffman, T. Hermanson, S. Fielding, M. Browning (all Deloitte) and L. Meerschaert, C. Olsen, D. Meyer, R. Boyle, K. Lejkowski (all Sears) to discuss engagement next steps and status updates.	\$325.00	0.7	\$227.50
Chatten, Colin	Create cohesive legal organizational structure chart from various legal entity ownership information provided by client.	\$325.00	7.5	\$2,437.50
Corrigan, Kevin	Call with S. Fielding (Deloitte) regarding stock basis and company history.	\$595.00	0.3	\$178.50
Fielding, Stephen	Read the Company's public information on debt and location of debt in structure.	\$595.00	1.2	\$714.00
Fielding, Stephen	Call with E. Tzavelis and M. Browning (both Deloitte) to discuss engagement next steps and status updates.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with K. Corrigan (Deloitte) regarding stock basis and company history.	\$595.00	0.3	\$178.50
Forrest, Jonathan	Review documentation related to tax diligence request list.	\$975.00	1.1	\$1,072.50
Forrest, Jonathan	Call with E. Tzavelis, D. Hoffman, T. Hermanson, S. Fielding, C. Chaten, M. Browning (all Deloitte) and L. Meerschaert, C. Olsen, D. Meyer, R. Boyle, K. Lejkowski (all Sears) to discuss engagement next steps and status updates.	\$975.00	0.7	\$682.50
Hermanson, Tom	Call with E. Tzavelis, J. Forrest, D. Hoffman, S. Fielding, C. Chaten, M. Browning (all Deloitte) and L. Meerschaert, C. Olsen, D. Meyer, R. Boyle, K. Lejkowski (all Sears) to discuss engagement next steps and status updates.	\$850.00	0.7	\$595.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
10/26/2018				
Hoffman, David	Call with E. Tzavelis, J. Forrest, T. Hermanson, S. Fielding, C. Chatten, M. Browning (all Deloitte) and L. Meerschaert, C. Olsen, D. Meyer, R. Boyle, K. Lejkowski (all Sears) to discuss engagement next steps and status updates.	\$850.00	0.7	\$595.00
Hoffman, David	Correspondence with A. Soucy and E. Tzavelis regarding engagement terms.	\$850.00	0.8	\$680.00
Hoffman, David	Correspondence with S. Goldring (Weil) regarding deal timeline.	\$850.00	0.5	\$425.00
Hoffman, David	Call with E. Tzavelis (Deloitte) and S. Goldring (Weil) regarding tax data.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with D. Hoffman (Deloitte) and S. Goldring (Weil) regarding tax data.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding and M. Browning (both Deloitte) to discuss engagement next steps and status updates.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with J. Forrest, D. Hoffman, T. Hermanson, S. Fielding, C. Chatten, M. Browning (all Deloitte) and L. Meerschaert, C. Olsen, D. Meyer, R. Boyle, K. Lejkowski (all Sears) to discuss engagement next steps and status updates.	\$850.00	0.7	\$595.00
10/27/2018				
Browning, Maria	Update organizational chart.	\$450.00	2.8	\$1,260.00
Chatten, Colin	Revise legal organizational structure chart in accordance with information provided by client.	\$325.00	4.5	\$1,462.50
Tzavelis, Elias	Draft email to Deloitte team regarding open tax items and work streams.	\$850.00	0.5	\$425.00
10/28/2018				
Browning, Maria	Continue to update legal organizational chart.	\$450.00	2.4	\$1,080.00
Browning, Maria	Call with E. Tzavelis and S. Fielding (both Deloitte) to prepare for management meeting regarding organizational chart and tax attributes.	\$450.00	0.9	\$405.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
10/28/2018				
Browning, Maria	Update legal organizational chart.	\$450.00	2.9	\$1,305.00
Chatten, Colin	Review legal organizational chart provided by client.	\$325.00	1.1	\$357.50
Chatten, Colin	Create working group list for Deloitte tax personnel.	\$325.00	0.7	\$227.50
Fielding, Stephen	Call with E. Tzavelis and M. Browning (both Deloitte) to prepare for management meeting regarding organizational chart and tax attributes.	\$595.00	0.9	\$535.50
Fielding, Stephen	Review and update organizational chart in advance of meeting with client.	\$595.00	1.4	\$833.00
Hoffman, David	Review of audit committee pre-approval and scope documents.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding and M. Browning (both Deloitte) to discuss prepare for management meeting regarding organizational chart and tax attributes.	\$850.00	0.9	\$765.00
10/29/2018				
Allegretti, Joe	Meeting with E. Tzavelis, S. Fielding, M. Butler, K. Corrigan, J. Forrest, D. Hoffman, T. Hermanson, C. Chatten, B. Baily, M. Schreiber, and M. Browning (all Deloitte) and L. Meerschaert, R. Boyle, D. Meyer, C. Olsen (all Sears) to discuss organizational	\$325.00	2.6	\$845.00
Baily, Brianna	Meeting with E. Tzavelis, S. Fielding, M. Butler, K. Corrigan, J. Forrest, D. Hoffman, T. Hermanson, C. Chatten, J. Allegretti, M. Schreiber, and M. Browning (all Deloitte) and L. Meerschaert, R. Boyle, D. Meyer, C. Olsen (all Sears) to discuss organizati	\$595.00	2.6	\$1,547.00
Baily, Brianna	Revise Sears meeting notes regarding organizational chart.	\$595.00	0.2	\$119.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
10/29/2018				
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, M. Butler, K. Corrigan, J. Forrest, D. Hoffman, T. Hermanson (all Deloitte), and L. Meerschaert, R. Boyle, D. Meyer, C. Olsen (all Sears) to discuss tax basis of assets.	\$450.00	3.5	\$1,575.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, M. Butler, K. Corrigan, J. Forrest, D. Hoffman, T. Hermanson, C. Chatten, B. Baily, M. Schreiber, and J. Allegretti (all Deloitte) and L. Meerschaert, R. Boyle, D. Meyer, C. Olsen (all Sears) to discuss organizationa	\$450.00	2.6	\$1,170.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, M. Butler, K. Corrigan, J. Forrest, D. Hoffman, and T. Hermanson (all Deloitte) to prepare for meeting with management regarding tax basis of assets.	\$450.00	3.4	\$1,530.00
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, M. Browning, K. Corrigan, J. Forrest, D. Hoffman, T. Hermanson (all Deloitte), and L. Meerschaert, R. Boyle, D. Meyer, C. Olsen (all Sears) to discuss tax basis of assets.	\$595.00	3.5	\$2,082.50
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, J. Allegretti, K. Corrigan, J. Forrest, D. Hoffman, T. Hermanson, C. Chatten, B. Baily, M. Schreiber, and M. Browning (all Deloitte) and L. Meerschaert, R. Boyle, D. Meyer, C. Olsen (all Sears) to discuss organizatio	\$595.00	2.6	\$1,547.00
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, M. Browning, K. Corrigan, J. Forrest, D. Hoffman, and T. Hermanson (all Deloitte) to prepare for meeting with management regarding tax basis of assets.	\$595.00	3.4	\$2,023.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
10/29/2018				
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, M. Butler, K. Corrigan, J. Forrest, D. Hoffman, T. Hermanson, J. Allegretti, B. Baily, M. Schreiber, and M. Browning (all Deloitte) and L. Meerschaert, R. Boyle, D. Meyer, C. Olsen (all Sears) to discuss organization	\$325.00	2.6	\$845.00
Collins, Bryan	Review transaction summary and information regarding location of third party debt.	\$850.00	0.7	\$595.00
Corrigan, Kevin	Meeting with E. Tzavelis, S. Fielding, M. Butler, M. Browning, J. Forrest, D. Hoffman, T. Hermanson (all Deloitte), and L. Meerschaert, R. Boyle, D. Meyer, C. Olsen (all Sears) to discuss tax basis of assets.	\$595.00	3.5	\$2,082.50
Corrigan, Kevin	Meeting with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, J. Forrest, D. Hoffman, T. Hermanson, C. Chatten, B. Baily, M. Schreiber, and M. Browning (all Deloitte) and L. Meerschaert, R. Boyle, D. Meyer, C. Olsen (all Sears) to discuss organizationa	\$595.00	2.6	\$1,547.00
Corrigan, Kevin	Meeting with E. Tzavelis, S. Fielding, M. Butler, M. Browning, J. Forrest, D. Hoffman, and T. Hermanson (all Deloitte) to prepare for meeting with management regarding tax basis of assets.	\$595.00	3.4	\$2,023.00
Dempsey, Jacob	Create tax attribute reduction model template to model tax consequences of bankruptcy restructuring.	\$595.00	3.2	\$1,904.00
Dempsey, Jacob	Continue to create tax attribute reduction model template to model tax consequences of bankruptcy restructuring.	\$595.00	2.8	\$1,666.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
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*Tax Restructuring Services*

10/29/2018

Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, M. Butler, K. Corrigan, J. Forrest, D. Hoffman, T. Hermanson (all Deloitte), and L. Meerschaert, R. Boyle, D. Meyer, C. Olsen (all Sears) to discuss tax basis of assets.	\$595.00	3.5	\$2,082.50
Fielding, Stephen	Meeting with E. Tzavelis, J. Allegretti, M. Butler, K. Corrigan, J. Forrest, D. Hoffman, T. Hermanson, C. Chatten, B. Baily, M. Schreiber, and M. Browning (all Deloitte) and L. Meerschaert, R. Boyle, D. Meyer, C. Olsen (all Sears) to discuss organizationa	\$595.00	2.6	\$1,547.00
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, M. Butler, K. Corrigan, J. Forrest, D. Hoffman, and T. Hermanson (all Deloitte) to prepare for meeting with management regarding tax basis of assets.	\$595.00	3.4	\$2,023.00
Forrest, Jonathan	Meeting with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, K. Corrigan, D. Hoffman, T. Hermanson, C. Chatten, B. Baily, M. Schreiber, and M. Browning (all Deloitte) and L. Meerschaert, R. Boyle, D. Meyer, C. Olsen (all Sears) to discuss organization	\$975.00	2.6	\$2,535.00
Forrest, Jonathan	Meeting with E. Tzavelis, S. Fielding, M. Butler, K. Corrigan, M. Browning, D. Hoffman, and T. Hermanson (all Deloitte) to prepare for meeting with management regarding tax basis of assets.	\$975.00	3.4	\$3,315.00
Forrest, Jonathan	Meeting with E. Tzavelis, S. Fielding, M. Butler, M. Browning, K. Corrigan, D. Hoffman, T. Hermanson (all Deloitte), and L. Meerschaert, R. Boyle, D. Meyer, C. Olsen (all Sears) to discuss tax basis of assets.	\$975.00	3.5	\$3,412.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
10/29/2018				
Hermanson, Tom	Meeting with E. Tzavelis, S. Fielding, M. Butler, K. Corrigan, J. Forrest, D. Hoffman, and M. Browning (all Deloitte) to prepare for meeting with management regarding tax basis of assets.	\$850.00	3.4	\$2,890.00
Hermanson, Tom	Meeting with E. Tzavelis, S. Fielding, M. Butler, M. Browning, K. Corrigan, J. Forrest, D. Hoffman (all Deloitte), and L. Meerschaert, R. Boyle, D. Meyer, C. Olsen (all Sears) to discuss tax basis of assets.	\$850.00	3.5	\$2,975.00
Hermanson, Tom	Meeting with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, K. Corrigan, J. Forrest, D. Hoffman, C. Chatten, B. Baily, M. Schreiber, and M. Browning (all Deloitte) and L. Meerschaert, R. Boyle, D. Meyer, C. Olsen (all Sears) to discuss organizational	\$850.00	2.6	\$2,210.00
Hoffman, David	Meeting with E. Tzavelis, S. Fielding, M. Butler, M. Browning, K. Corrigan, J. Forrest, T. Hermanson (all Deloitte), and L. Meerschaert, R. Boyle, D. Meyer, C. Olsen (all Sears) to discuss tax basis of assets.	\$850.00	3.5	\$2,975.00
Hoffman, David	Meeting with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, K. Corrigan, J. Forrest, T. Hermanson, C. Chatten, B. Baily, M. Schreiber, and M. Browning (all Deloitte) and L. Meerschaert, R. Boyle, D. Meyer, C. Olsen (all Sears) to discuss organization	\$850.00	2.6	\$2,210.00
Hoffman, David	Meeting with E. Tzavelis, S. Fielding, M. Butler, K. Corrigan, J. Forrest, M. Browning, and T. Hermanson (all Deloitte) to prepare for meeting with management regarding tax basis of assets.	\$850.00	3.4	\$2,890.00
Schreiber, Mendy	Prepare notes from meeting regarding organizational chart.	\$450.00	1.0	\$450.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
10/29/2018				
Schreiber, Mendy	Meeting with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, K. Corrigan, J. Forrest, T. Hermanson, C. Chatten, B. Baily, D. Hoffman, and M. Browning (all Deloitte) and L. Meerschaert, R. Boyle, D. Meyer, C. Olsen (all Sears) to discuss organizational	\$450.00	2.6	\$1,170.00
Tzavelis, Elias	Meeting with M. Browning, S. Fielding, M. Butler, K. Corrigan, J. Forrest, D. Hoffman, T. Hermanson (all Deloitte), and L. Meerschaert, R. Boyle, D. Meyer, C. Olsen (all Sears) to discuss tax basis of assets.	\$850.00	3.5	\$2,975.00
Tzavelis, Elias	Meeting with M. Schreiber, S. Fielding, M. Butler, J. Allegretti, K. Corrigan, J. Forrest, T. Hermanson, C. Chatten, B. Baily, D. Hoffman, and M. Browning (all Deloitte) and L. Meerschaert, R. Boyle, D. Meyer, C. Olsen (all Sears) to discuss organizationa	\$850.00	2.6	\$2,210.00
Tzavelis, Elias	Review deck presentation regarding bankruptcy tax rules in regards to restructuring.	\$850.00	2.6	\$2,210.00
Tzavelis, Elias	Meeting with M. Browning, S. Fielding, M. Butler, K. Corrigan, J. Forrest, D. Hoffman, and T. Hermanson (all Deloitte) to prepare for meeting with management regarding tax basis of assets.	\$850.00	3.4	\$2,890.00
10/30/2018				
Allegretti, Joe	Meeting with S. Tarrant, E. Tzavelis, S. Fielding, K. Corrigan, C. Chatten, M. Butler, M. Browning (all Deloitte), R. Boyle and L. Meerschaert (both Sears) to discuss company ownership.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with J. Dempsey, M. Butler, S. Fielding and M. Browning (all Deloitte) to discuss the mechanics of the tax attribution reduction model.	\$325.00	0.9	\$292.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
10/30/2018				
Allegretti, Joe	Update entities in the organization chart with their respective entity tax identification number.	\$325.00	1.2	\$390.00
Allegretti, Joe	Update net operating loss (NOL) workbook to calculate the available NOLs per year per entity, dating back to 2011.	\$325.00	1.5	\$487.50
Allegretti, Joe	Meeting with E. Tzavelis, B. Collins, J. Forrest, C. Gibian, S. Fielding, B. Baily, M. Schreiber, M. Butler, K. Corrigan, C. Chatten, W. Vietti, M. Browning (all Deloitte) and all of Sears Tax and Accounting team to discuss company debt.	\$325.00	2.1	\$682.50
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss the legal entity control and tax attribute tabs of the tax attribute reduction model.	\$325.00	0.4	\$130.00
Atwal, Justin	Create sharefile sites for the Sears tax basis study.	\$325.00	0.6	\$195.00
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, J. Forrest, C. Gibian, S. Fielding, J. Allegretti, M. Schreiber, M. Butler, K. Corrigan, C. Chatten, W. Vietti, M. Browning (all Deloitte) and all of Sears Tax and Accounting team to discuss company debt.	\$595.00	2.1	\$1,249.50
Baily, Brianna	Review Sears structure charts for tax attributes.	\$595.00	0.4	\$238.00
Browning, Maria	Meeting with E. Tzavelis and M. Butler (both Deloitte) to discuss tax documents provided by Sears management.	\$450.00	1.9	\$855.00
Browning, Maria	Meeting with E. Tzavelis (Deloitte) to analyze tax documents for sharesite.	\$450.00	1.6	\$720.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
10/30/2018				
Browning, Maria	Meeting with E. Tzavelis, B. Collins, J. Forrest, C. Gibian, S. Fielding, B. Baily, M. Schreiber, M. Butler, K. Corrigan, C. Chatten, W. Vietti, J. Allegretti (all Deloitte) and all of Sears Tax and Accounting team to discuss company debt.	\$450.00	2.1	\$945.00
Browning, Maria	Meeting with E. Tzavelis, M. Butler, K. Corrigan (all Deloitte), L. Meerschaert and C. Olsen (both Sears) to prepare tax documents for sharesite.	\$450.00	1.0	\$450.00
Browning, Maria	Meeting with E. Tzavelis, J. Forrest, B. Collins, S. Fielding, M. Butler (all Deloitte), L. Meerschaert and D. Meyer (both Sears) to discuss tax attributes.	\$450.00	0.9	\$405.00
Browning, Maria	Meeting with S. Tarrant, E. Tzavelis, S. Fielding, J. Allegretti, K. Corrigan, C. Chatten, M. Butler (all Deloitte), R. Boyle and L. Meerschaert (both Sears) to discuss company ownership.	\$450.00	0.6	\$270.00
Browning, Maria	Call with J. Dempsey, J. Allegretti, S. Fielding, and M. Butler (all Deloitte) to discuss the mechanics of the tax attribution reduction model.	\$450.00	0.9	\$405.00
Browning, Maria	Meeting with E. Tzavelis and M. Butler (both Deloitte) to prepare for meetings with Sears management regarding company ownership.	\$450.00	1.1	\$495.00
Butler, Mike	Meeting with S. Tarrant, E. Tzavelis, S. Fielding, J. Allegretti, K. Corrigan, C. Chatten, M. Browning (all Deloitte), R. Boyle and L. Meerschaert (both Sears) to discuss company ownership.	\$595.00	0.6	\$357.00
Butler, Mike	Meeting with E. Tzavelis, J. Forrest, B. Collins, S. Fielding, M. Browning (all Deloitte), L. Meerschaert and D. Meyer (both Sears) to discuss tax attributes.	\$595.00	0.9	\$535.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
10/30/2018				
Butler, Mike	Meeting with E. Tzavelis, B. Collins, J. Forrest, C. Gibian, S. Fielding, B. Baily, M. Schreiber, J. Allegretti, K. Corrigan, C. Chatten, W. Vietti, M. Browning (all Deloitte) and all of Sears Tax and Accounting team to discuss company debt.	\$595.00	2.1	\$1,249.50
Butler, Mike	Meeting with E. Tzavelis and M. Browning (both Deloitte) to discuss tax documents provided by Sears management.	\$595.00	1.9	\$1,130.50
Butler, Mike	Meeting with E. Tzavelis, M. Browning, K. Corrigan (all Deloitte), L. Meerschaert and C. Olsen (both Sears) to prepare tax documents for sharesite.	\$595.00	1.0	\$595.00
Butler, Mike	Meeting with E. Tzavelis and M. Browning (both Deloitte) to prepare for meetings with Sears management regarding company ownership.	\$595.00	1.1	\$654.50
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss the legal entity control and tax attribute tabs of the tax attribute reduction model.	\$595.00	0.4	\$238.00
Butler, Mike	Call with J. Dempsey, J. Allegretti, S. Fielding, and M. Browning (all Deloitte) to discuss the mechanics of the tax attribution reduction model.	\$595.00	0.9	\$535.50
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, J. Forrest, C. Gibian, S. Fielding, B. Baily, M. Schreiber, J. Allegretti, M. Butler, K. Corrigan, W. Vietti, M. Browning (all Deloitte) and all of Sears Tax and Accounting team to discuss company debt.	\$325.00	2.1	\$682.50
Chatten, Colin	Meeting with S. Tarrant, E. Tzavelis, S. Fielding, J. Allegretti, K. Corrigan, M. Butler, M. Browning (all Deloitte), R. Boyle and L. Meerschaert (both Sears) to discuss company ownership.	\$325.00	0.6	\$195.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
10/30/2018				
Chen, Kelsey	Scan historical tax returns for stock basis analysis.	\$325.00	4.1	\$1,332.50
Chen, Kelsey	Continue to scan historical tax returns for stock basis analysis.	\$325.00	3.9	\$1,267.50
Collins, Bryan	Meeting with E. Tzavelis, J. Forrest, M. Browning, S. Fielding, M. Butler (all Deloitte), L. Meerschaert and D. Meyer (both Sears) to discuss tax attributes.	\$850.00	0.9	\$765.00
Collins, Bryan	Meeting with E. Tzavelis, B. Collins, J. Forrest, C. Gibian, S. Fielding, B. Baily, M. Schreiber, M. Butler, K. Corrigan, C. Chatten, W. Vietti, M. Browning (all Deloitte) and all of Sears Tax and Accounting team to discuss company debt.	\$850.00	2.1	\$1,785.00
Collins, Bryan	Analyze tax issues relating to bankruptcy process.	\$850.00	3.7	\$3,145.00
Corrigan, Kevin	Meeting with S. Tarrant, E. Tzavelis, S. Fielding, J. Allegretti, C. Chatten, M. Butler, M. Browning (all Deloitte), R. Boyle and L. Meerschaert (both Sears) to discuss company ownership.	\$595.00	0.6	\$357.00
Corrigan, Kevin	Meeting with E. Tzavelis, B. Collins, J. Forrest, C. Gibian, S. Fielding, B. Baily, M. Schreiber, J. Allegretti, M. Butler, C. Chatten, W. Vietti, M. Browning (all Deloitte) and all of Sears Tax and Accounting team to discuss company debt.	\$595.00	2.1	\$1,249.50
Corrigan, Kevin	Meeting with E. Tzavelis, M. Browning, M. Butler (all Deloitte), L. Meerschaert and C. Olsen (both Sears) to prepare tax documents for sharesite.	\$595.00	1.0	\$595.00
Corrigan, Kevin	Setup tax stock basis workpapers.	\$595.00	2.1	\$1,249.50
Corrigan, Kevin	Review historical transactions in Sears as they relate to tax stock basis.	\$595.00	1.8	\$1,071.00
Dempsey, Jacob	Call with J. Allegretti, M. Butler, S. Fielding and M. Browning (all Deloitte) to discuss the mechanics of the tax attribution reduction model.	\$595.00	0.9	\$535.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
10/30/2018				
Dempsey, Jacob	Review tax attribute reduction model template.	\$595.00	1.9	\$1,130.50
Fielding, Stephen	Meeting with E. Tzavelis, B. Collins, J. Forrest, J. Allegretti, C. Gibian, B. Baily, M. Schreiber, M. Butler, K. Corrigan, C. Chatten, W. Vietti, M. Browning (all Deloitte) and all of Sears Tax and Accounting team to discuss company debt.	\$595.00	2.1	\$1,249.50
Fielding, Stephen	Meeting with E. Tzavelis, J. Forrest, B. Collins, M. Browning, M. Butler (all Deloitte), L. Meerschaert and D. Meyer (both Sears) to discuss tax attributes.	\$595.00	0.9	\$535.50
Fielding, Stephen	Meeting with S. Tarrant, E. Tzavelis, J. Allegretti, K. Corrigan, C. Chatten, M. Butler, M. Browning (all Deloitte), R. Boyle and L. Meerschaert (both Sears) to discuss company ownership.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with J. Dempsey, J. Allegretti, M. Butler, and M. Browning (all Deloitte) to discuss the mechanics of the tax attribution reduction model.	\$595.00	0.9	\$535.50
Fielding, Stephen	Research Sears public records for prior transactions and tax treatment.	\$595.00	2.7	\$1,606.50
Forrest, Jonathan	Meeting with E. Tzavelis, B. Collins, J. Allegretti, C. Gibian, S. Fielding, B. Baily, M. Schreiber, M. Butler, K. Corrigan, C. Chatten, W. Vietti, M. Browning (all Deloitte) and all of Sears Tax and Accounting team to discuss company debt.	\$975.00	2.1	\$2,047.50
Forrest, Jonathan	Meeting with E. Tzavelis, M. Browning, B. Collins, S. Fielding, M. Butler (all Deloitte), L. Meerschaert and D. Meyer (both Sears) to discuss tax attributes.	\$975.00	0.9	\$877.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
10/30/2018				
Gibian, Craig	Meeting with E. Tzavelis, B. Collins, J. Forrest, J. Allegretti, S. Fielding, B. Baily, M. Schreiber, M. Butler, K. Corrigan, C. Chatten, W. Vietti, M. Browning (all Deloitte) and all of Sears Tax and Accounting team to discuss company debt.	\$850.00	2.1	\$1,785.00
Hoffman, David	Perform resource planning for supplemental tax basis work.	\$850.00	0.4	\$340.00
Hoffman, David	Discus tax model planning with E. Tzavelis (Deloitte).	\$850.00	0.7	\$595.00
Schreiber, Mendy	Meeting with E. Tzavelis, B. Collins, J. Forrest, C. Gibian, S. Fielding, B. Baily, J. Allegretti, M. Butler, K. Corrigan, C. Chatten, W. Vietti, M. Browning (all Deloitte) and all of Sears Tax and Accounting team to discuss company debt.	\$450.00	2.1	\$945.00
Tarrant, Steve	Meeting with J. Allegretti, E. Tzavelis, S. Fielding, K. Corrigan, C. Chatten, M. Butler, M. Browning (all Deloitte), R. Boyle and L. Meerschaert (both Sears) to discuss company ownership.	\$850.00	0.6	\$510.00
Tarrant, Steve	Review client IRC section 382 analysis.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Meeting with M. Browning (Deloitte) to analyze tax documents for sharesite.	\$850.00	1.6	\$1,360.00
Tzavelis, Elias	Meeting with K. Corrigan, M. Browning, M. Butler (all Deloitte), L. Meerschaert and C. Olsen (both Sears) to prepare tax documents for sharesite.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Meeting with S. Tarrant, J. Allegretti, S. Fielding, K. Corrigan, C. Chatten, M. Butler, M. Browning (all Deloitte), R. Boyle and L. Meerschaert (both Sears) to discuss company ownership.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Discus tax model planning with D. Hoffman (Deloitte).	\$850.00	0.7	\$595.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
10/30/2018				
Tzavelis, Elias	Meeting with M. Browning, J. Forrest, B. Collins, S. Fielding, M. Butler (all Deloitte), L. Meerschaert and D. Meyer (both Sears) to discuss tax attributes.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Meeting with M. Butler and M. Browning (both Deloitte) to discuss tax documents provided by Sears management.	\$850.00	1.9	\$1,615.00
Tzavelis, Elias	Meeting with M. Butler and M. Browning (both Deloitte) to prepare for meetings with Sears management regarding company ownership.	\$850.00	1.1	\$935.00
Tzavelis, Elias	Meeting with J. Allegretti, B. Collins, J. Forrest, C. Gibian, S. Fielding, B. Baily, M. Schreiber, M. Butler, K. Corrigan, C. Chatten, W. Vietti, M. Browning (all Deloitte) and all of Sears Tax and Accounting team to discuss company debt.	\$850.00	2.1	\$1,785.00
Vietti, Will	Meeting with E. Tzavelis, B. Collins, J. Forrest, C. Gibian, S. Fielding, B. Baily, M. Schreiber, M. Butler, K. Corrigan, C. Chatten, J. Allegretti, M. Browning (all Deloitte) and all of Sears Tax and Accounting team to discuss company debt.	\$595.00	2.1	\$1,249.50
10/31/2018				
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss the NOL section of the provided federal tax attributes workbook.	\$325.00	0.3	\$97.50
Allegretti, Joe	Update NOL runout connected with the provided federal tax attribute schedule.	\$325.00	1.1	\$357.50
Allegretti, Joe	Draft email to M. Butler (Deloitte) regarding mismatched organizational chart.	\$325.00	0.2	\$65.00
Allegretti, Joe	Meeting with E. Tzavelis, S. Fielding, M. Butler, C. Chatten, and M. Browning (all Deloitte) to discuss tax model.	\$325.00	0.7	\$227.50
Baily, Brianna	Draft summary of prior transactions relevant to Sears restructuring.	\$595.00	1.6	\$952.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
10/31/2018				
Browning, Maria	Compile request list of tax documents.	\$450.00	2.3	\$1,035.00
Browning, Maria	Draft tax work plan.	\$450.00	2.1	\$945.00
Browning, Maria	Meeting with E. Tzavelis and M. Butler (both Deloitte) to discuss tax attributes.	\$450.00	0.4	\$180.00
Browning, Maria	Meeting with E. Tzavelis (Deloitte) to discuss tax work plan.	\$450.00	1.6	\$720.00
Browning, Maria	Meeting with E. Tzavelis, B. Collins, J. Forrest, C. Gibian, and W. Vietti (all Deloitte) to discuss tax attributes of company debt.	\$450.00	0.5	\$225.00
Browning, Maria	Meeting with E. Tzavelis, J. Allegretti, S. Fielding, M. Butler, and C. Chatten (all Deloitte) to discuss tax model.	\$450.00	0.7	\$315.00
Browning, Maria	Update legal organizational chart.	\$450.00	1.9	\$855.00
Browning, Maria	Meeting with E. Tzavelis and B. Collins (both Deloitte) to discuss tax work plan.	\$450.00	0.6	\$270.00
Butler, Mike	Meeting with E. Tzavelis and M. Browning (both Deloitte) to discuss tax attributes.	\$595.00	0.4	\$238.00
Butler, Mike	Meeting with E. Tzavelis, J. Allegretti, S. Fielding, C. Chatten, and M. Browning (all Deloitte) to discuss tax model.	\$595.00	0.7	\$416.50
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss the NOL section of the provided federal tax attributes workbook.	\$595.00	0.3	\$178.50
Butler, Mike	Review and provide comments on federal net operating loss allocation summary prepared by the company.	\$595.00	2.1	\$1,249.50
Butler, Mike	Review and provide comments on tax basis balance sheet prepared by the company.	\$595.00	1.6	\$952.00
Butler, Mike	Review CFO statement in support of bankruptcy filing to understand facts related to case and various debt obligations.	\$595.00	1.0	\$595.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
10/31/2018				
Chatten, Colin	Meeting with E. Tzavelis, J. Allegratti, S. Fielding, M. Butler, and M. Browning (all Deloitte) to discuss tax model.	\$325.00	0.7	\$227.50
Chatten, Colin	Create schedule of interest expense.	\$325.00	2.1	\$682.50
Chen, Kelsey	Scan historical tax returns for stock basis analysis.	\$325.00	2.9	\$942.50
Chen, Kelsey	Continue to scan historical tax returns for stock basis analysis.	\$325.00	2.1	\$682.50
Chen, Kelsey	Continue to scan historical tax returns for stock basis analysis.	\$325.00	2.2	\$715.00
Collins, Bryan	Meeting with E. Tzavelis and M. Browning (both Deloitte) to discuss tax work plan.	\$850.00	0.6	\$510.00
Collins, Bryan	Review SEC documents regarding Kmart/Sears combination.	\$850.00	2.2	\$1,870.00
Collins, Bryan	Meeting with J. Forrest, C. Gibian, and W. Vietti (all Deloitte) to discuss the location of the third-party debt.	\$850.00	1.0	\$850.00
Collins, Bryan	Meeting with E. Tzavelis, M. Browning, J. Forrest, C. Gibian, and W. Vietti (all Deloitte) to discuss tax attributes of company debt.	\$850.00	0.5	\$425.00
Fielding, Stephen	Meeting with E. Tzavelis, J. Allegratti, M. Butler, C. Chaten, and M. Browning (all Deloitte) to discuss tax model.	\$595.00	0.7	\$416.50
Fielding, Stephen	Review and provide comments on the tax basis balance sheet provided by company.	\$595.00	2.4	\$1,428.00
Forrest, Jonathan	Meeting with E. Tzavelis, B. Collins, M. Browning, C. Gibian, and W. Vietti (all Deloitte) to discuss tax attributes of company debt.	\$975.00	0.5	\$487.50
Forrest, Jonathan	Meeting with B. Collins, C. Gibian, and W. Vietti (all Deloitte) to discuss the location of the third-party debt.	\$975.00	1.0	\$975.00
Forrest, Jonathan	Review Sears third party and intercompany debt.	\$975.00	0.8	\$780.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
10/31/2018				
Gibian, Craig	Meeting with E. Tzavelis, B. Collins, M. Browning, J. Forrest, and W. Vietti (all Deloitte) to discuss tax attributes of company debt.	\$850.00	0.5	\$425.00
Gibian, Craig	Meeting with B. Collins, J. Forrest, and W. Vietti (all Deloitte) to discuss the location of the third-party debt.	\$850.00	1.4	\$1,190.00
Hoffman, David	Review and comply with tax hold notice.	\$850.00	0.5	\$425.00
Hoffman, David	Review Kraft merger summary and consider related IRC section 382 implications.	\$850.00	0.8	\$680.00
Lowry, Jamie	Meeting with S. Tarrant (Deloitte) to discuss IRC section 382 analysis and related IRC section 382 memo to be prepared by Deloitte Tax.	\$595.00	0.4	\$238.00
Riccio, Meghan	Scan historical tax returns for stock basis analysis.	\$450.00	3.2	\$1,440.00
Riccio, Meghan	Continue to scan historical tax returns for stock basis analysis.	\$450.00	2.9	\$1,305.00
Schreiber, Mendy	Review significant Sears transactions to assess tax attributes.	\$450.00	0.9	\$405.00
Tarrant, Steve	Meeting with J. Lowry (Deloitte) to discuss IRC section 382 analysis and related IRC section 382 memo to be prepared by Deloitte Tax.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Meeting with J. Allegretti, S. Fielding, M. Butler, C. Chatten, and M. Browning (all Deloitte) to discuss tax model.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Meeting with M. Browning, B. Collins, J. Forrest, C. Gibian, and W. Vietti (all Deloitte) to discuss tax attributes of company debt.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Meeting with M. Browning (Deloitte) to discuss tax work plan.	\$850.00	1.6	\$1,360.00
Tzavelis, Elias	Research tax authorities regarding allocation of debt.	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Meeting with B. Collins and M. Browning (both Deloitte) to discuss tax work plan.	\$850.00	0.6	\$510.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
10/31/2018				
Tzavelis, Elias	Meeting with M. Browning and M. Butler (both Deloitte) to discuss tax attributes.	\$850.00	0.4	\$340.00
Vietti, Will	Meeting with E. Tzavelis, B. Collins, M. Browning, J. Forrest, and C. Gibian (all Deloitte) to discuss tax attributes of company debt.	\$595.00	0.5	\$297.50
Vietti, Will	Meeting with B. Collins, J. Forrest, and C. Gibian (all Deloitte) to discuss the location of the third-party debt.	\$595.00	1.0	\$595.00
11/01/2018				
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss the cancellation of debt portion of the tax attribute model and relinking this portion of the model to the third-party debt schedule provided by the client.	\$325.00	0.8	\$260.00
Allegretti, Joe	Arrange CFO statement, organizational charts, and other transaction documents for Sears meetings.	\$325.00	1.1	\$357.50
Allegretti, Joe	Call with M. Browning, E. Tzavelis, T. Hermanson, B. Collins, S. Fielding, M. Butler, C. Chatten, and J. Forrest (all Deloitte), Sears tax team, and S. Goldring (Weil) to discuss timing and availability of certain tax documents.	\$325.00	0.8	\$260.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, and M. Butler (all Deloitte) to discuss tax basis balance sheet.	\$325.00	0.2	\$65.00
Allegretti, Joe	Call with S. Fielding, M. Butler, C. Chatten (all Deloitte) to discuss updates to the provided tax basis balance sheet, specifically adding entity-level detail for tax basis adjustments.	\$325.00	0.4	\$130.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss the basic concepts or bankruptcy structuring as background for preparing the tax attribute model.	\$325.00	0.3	\$97.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/01/2018				
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss the input of the tax attributes and integrating the Client's tax attribute data into the tax attribute model.	\$325.00	1.8	\$585.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss the balance sheet tabs in the tax attribute model, update the nomenclature to match the Client's balance sheet and condense the tabs.	\$325.00	1.1	\$357.50
Atwal, Justin	Meeting with K. Corrigan (Deloitte) to discuss tax stock basis.	\$325.00	0.4	\$130.00
Atwal, Justin	Bookmark historical tax returns for tax basis study.	\$325.00	3.3	\$1,072.50
Atwal, Justin	Continue to bookmark historical tax returns for tax stock basis study.	\$325.00	1.9	\$617.50
Baily, Brianna	Review Sears prior transaction documents to draft summary.	\$595.00	3.8	\$2,261.00
Browning, Maria	Call with J. Allegretti, E. Tzavelis, T. Hermanson, B. Collins, S. Fielding, M. Butler, C. Chatten, and J. Forrest (all Deloitte), Sears tax team, and S. Goldring (Weil) to discuss timing and availability of certain tax documents.	\$450.00	0.8	\$360.00
Browning, Maria	Meeting with E. Tzavelis (Deloitte) to analyze federal tax returns.	\$450.00	2.4	\$1,080.00
Browning, Maria	Meeting with E. Tzavelis (Deloitte) to discuss timing and availability of certain tax documents.	\$450.00	2.5	\$1,125.00
Browning, Maria	Update legal organizational chart.	\$450.00	2.1	\$945.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss the input of the tax attributes and integrating the Client's tax attribute data into the tax attribute model.	\$595.00	1.8	\$1,071.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss the balance sheet tabs in the tax attribute model, update the nomenclature to match the Client's balance sheet and condense the tabs.	\$595.00	1.1	\$654.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/01/2018				
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss the cancellation of debt portion of the tax attribute model and relinking this portion of the model to the third-party debt schedule provided by the client.	\$595.00	0.8	\$476.00
Butler, Mike	Call with J. Allegretti, E. Tzavelis, and S. Fielding (all Deloitte) to discuss tax basis balance sheet.	\$595.00	0.2	\$119.00
Butler, Mike	Review the Company's credit agreements to consider who the historical borrower is for tax purposes, including various guarantors and terms of the credit agreements.	\$595.00	1.7	\$1,011.50
Butler, Mike	Call with S. Fielding, C. Chatten, J. Allegretti (all Deloitte) to discuss updates to the provided tax basis balance sheet, specifically adding entity-level detail for tax basis adjustments.	\$595.00	0.4	\$238.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss the basic concepts or bankruptcy structuring as background for preparing the tax attribute model.	\$595.00	0.3	\$178.50
Chatten, Colin	Call with S. Fielding, M. Butler, J. Allegretti (all Deloitte) to discuss updates to the provided tax basis balance sheet, specifically adding entity-level detail for tax basis adjustments.	\$325.00	0.4	\$130.00
Chatten, Colin	Revise legal organizational structure chart.	\$325.00	3.8	\$1,235.00
Chatten, Colin	Call with M. Browning, E. Tzavelis, J. Allegretti, T. Hermanson, S. Fielding, M. Butler, B. Collins, and J. Forrest (all Deloitte), Sears tax team, and S. Goldring (Weil) to discuss timing and availability of certain tax documents.	\$325.00	0.8	\$260.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/01/2018				
Collins, Bryan	Call with M. Browning, E. Tzavelis, J. Allegretti, T. Hermanson, S. Fielding, M. Butler, C. Chatten, and J. Forrest (all Deloitte), Sears tax team, and S. Goldring (Weil) to discuss timing and availability of certain tax documents.	\$850.00	0.8	\$680.00
Collins, Bryan	Review materials relating to public and intercompany debt.	\$850.00	1.3	\$1,105.00
Corrigan, Kevin	Meeting with J. Atwal (Deloitte) to discuss tax stock basis study.	\$595.00	0.4	\$238.00
Corrigan, Kevin	Refine tax stock basis workpaper based on newly provided tax basis balance sheets.	\$595.00	2.7	\$1,606.50
Corrigan, Kevin	Continue to refine tax stock basis workpaper based on newly provided tax basis balance sheets.	\$595.00	2.5	\$1,487.50
Fielding, Stephen	Call with J. Allegretti, E. Tzavelis, and M. Butler (all Deloitte) to discuss tax basis balance sheet.	\$595.00	0.2	\$119.00
Fielding, Stephen	Call with C. Chatten, M. Butler, J. Allegretti (all Deloitte) to discuss updates to the provided tax basis balance sheet, specifically adding entity-level detail for tax basis adjustments.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with M. Browning, E. Tzavelis, J. Allegretti, T. Hermanson, B. Collins, M. Butler, C. Chatten, and J. Forrest (all Deloitte), Sears tax team, and S. Goldring (Weil) to discuss timing and availability of certain tax documents.	\$595.00	0.8	\$476.00
Forrest, Jonathan	Call with M. Browning, E. Tzavelis, J. Allegretti, T. Hermanson, S. Fielding, M. Butler, B. Collins, and C. Chatten (all Deloitte), Sears tax team, and S. Goldring (Weil) to discuss timing and availability of certain tax documents.	\$975.00	0.8	\$780.00
Hermanson, Tom	Discuss California state sales and use tax issues with R. Boyle (Sears).	\$850.00	0.5	\$425.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
11/01/2018				
Hermanson, Tom	Call with M. Browning, E. Tzavelis, J. Allegretti, B. Collins, S. Fielding, M. Butler, C. Chatten, and J. Forrest (all Deloitte), Sears tax team, and S. Goldring (Weil) to discuss timing and availability of certain tax documents.	\$850.00	0.8	\$680.00
Hermanson, Tom	Review research on sales and use tax exemption in bulk sale for Sears Home Improvement Products, Inc. (SHIP) sale.	\$850.00	1.1	\$935.00
Tzavelis, Elias	Call with J. Allegretti, S. Fielding, and M. Butler (all Deloitte) to discuss tax basis balance sheet.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with J. Allegretti, M. Browning, T. Hermanson, B. Collins, S. Fielding, M. Butler, C. Chatten, and J. Forrest (all Deloitte), Sears tax team, and S. Goldring (Weil) to discuss timing and availability of certain tax documents.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Meeting with M. Browning (Deloitte) to analyze federal tax returns.	\$850.00	2.4	\$2,040.00
Tzavelis, Elias	Meeting with M. Browning (Deloitte) to discuss timing and availability of certain tax documents.	\$850.00	2.5	\$2,125.00
11/02/2018				
Allegretti, Joe	Review CFO statement for background on the approach to handling the bankruptcy and company conditions that lead to the event.	\$325.00	1.1	\$357.50
Allegretti, Joe	Call with E. Tzavelis, S. Tarrant, J. Lowry, C. Chatten, and M. Browning (all Deloitte) to discuss tax status updates.	\$325.00	0.5	\$162.50
Atwal, Justin	Input tax data into platform for tax basis study.	\$325.00	2.9	\$942.50
Atwal, Justin	Continue to input tax data into platform for tax basis study.	\$325.00	0.6	\$195.00
Atwal, Justin	Bookmark historical tax returns for tax stock basis study.	\$325.00	2.7	\$877.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/02/2018				
Atwal, Justin	Continue to bookmark historical tax returns for tax stock basis study.	\$325.00	1.6	\$520.00
Baily, Brianna	Review correspondence related to Sears prior transaction history.	\$595.00	1.4	\$833.00
Browning, Maria	Call with E. Tzavelis, B. Collins, J. Forrest, T. Hermanson (all Deloitte); Weil Gotshal Manges LLP; FTI Consulting; Akin Gump Strauss Hauer & Feld LLP; and Sears tax team to discuss tax documents provided and status of other tax requests.	\$450.00	0.5	\$225.00
Browning, Maria	Meeting with E. Tzavelis (Deloitte) to discuss tax work plan and upcoming meetings with Sears.	\$450.00	0.6	\$270.00
Browning, Maria	Meeting with E. Tzavelis (Deloitte) to discuss agenda for call with Debtor advisors.	\$450.00	0.4	\$180.00
Browning, Maria	Update tax work plan.	\$450.00	0.2	\$90.00
Browning, Maria	Update legal entity organizational chart.	\$450.00	2.9	\$1,305.00
Browning, Maria	Call with E. Tzavelis, S. Tarrant, J. Lowry, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax status updates.	\$450.00	0.5	\$225.00
Butler, Mike	Review and provide comments on the tax basis balance sheets prepared by Sears tax department.	\$595.00	1.9	\$1,130.50
Butler, Mike	Review CFO statement in support of company's filing for bankruptcy to understand facts of the case.	\$595.00	1.1	\$654.50
Chatten, Colin	Call with E. Tzavelis, S. Tarrant, J. Lowry, J. Allegretti, and M. Browning (all Deloitte) to discuss tax status updates.	\$325.00	0.5	\$162.50
Chatten, Colin	Create schedule of third party interest income.	\$325.00	4.2	\$1,365.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/02/2018				
Collins, Bryan	Call with E. Tzavelis, M. Browning, J. Forrest, T. Hermanson (all Deloitte); Weil Gotshal Manges LLP; FTI Consulting; Akin Gump Strauss Hauer & Feld LLP; and Sears tax team to discuss tax documents provided and status of other tax requests.	\$850.00	0.5	\$425.00
Corrigan, Kevin	Analyze historic Sears transaction documents provided by management for purposes of including in tax stock basis workpaper.	\$595.00	2.9	\$1,725.50
Corrigan, Kevin	Update tax stock basis workpaper.	\$595.00	2.2	\$1,309.00
Corrigan, Kevin	Call with M. Huston (Deloitte) to discuss tax stock basis calculations.	\$595.00	0.6	\$357.00
Forrest, Jonathan	Review documents related to Sears transaction history.	\$975.00	1.1	\$1,072.50
Forrest, Jonathan	Call with E. Tzavelis, M. Browning, B. Collins, T. Hermanson (all Deloitte); Weil Gotshal Manges LLP; FTI Consulting; Akin Gump Strauss Hauer & Feld LLP; and Sears tax team to discuss tax documents provided and status of other tax requests.	\$975.00	0.5	\$487.50
Hermanson, Tom	Call with E. Tzavelis, M. Browning, B. Collins, J. Forrest (all Deloitte); Weil Gotshal Manges LLP; FTI Consulting; Akin Gump Strauss Hauer & Feld LLP; and Sears tax team to discuss tax documents provided and status of other tax requests.	\$850.00	0.5	\$425.00
Hoffman, David	Review new case developments and project matters.	\$850.00	0.9	\$765.00
Huston, Michael	Call with K. Corrigan (Deloitte) to discuss tax stock basis calculations.	\$850.00	0.6	\$510.00
Lowry, Jamie	Call with J. Allegretti, S. Tarrant, E. Tzavelis, C. Chatten, and M. Browning (all Deloitte) to discuss tax status updates.	\$595.00	0.5	\$297.50
Lowry, Jamie	Review NOL schedule.	\$595.00	2.0	\$1,190.00
Lowry, Jamie	Prepare IRC section 382 memo.	\$595.00	1.9	\$1,130.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/02/2018				
Schreiber, Mendy	Review prior transactions in the Sears structure.	\$450.00	1.0	\$450.00
Tarrant, Steve	Review and provide comments on draft of IRC section 382 memo.	\$850.00	1.2	\$1,020.00
Tarrant, Steve	Call with J. Allegretti, E. Tzavelis, J. Lowry, C. Chatten, and M. Browning (all Deloitte) to discuss tax status updates.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Meeting with M. Browning (Deloitte) to discuss tax work plan and upcoming meetings with Sears.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Meeting with M. Browning (Deloitte) to discuss agenda for call with Debtor advisors.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with T. Hermanson, M. Browning, B. Collins, J. Forrest (all Deloitte); Weil Gotshal Manges LLP; FTI Consulting; Akin Gump Strauss Hauer & Feld LLP; and Sears tax team to discuss tax documents provided and status of other tax requests.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with J. Allegretti, S. Tarrant, J. Lowry, C. Chatten, and M. Browning (all Deloitte) to discuss tax status updates.	\$850.00	0.5	\$425.00
11/03/2018				
Browning, Maria	Analyze interest income and expense.	\$450.00	1.1	\$495.00
Schreiber, Mendy	Draft Sears transaction summary document.	\$450.00	2.0	\$900.00
11/04/2018				
Baily, Brianna	Research prior transactions for Sears to revise summary of prior transactions.	\$595.00	5.3	\$3,153.50
Collins, Bryan	Review Sears transaction history.	\$850.00	1.1	\$935.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/05/2018				
Allegretti, Joe	Discuss the tax basis balance sheet and intercompany balances with M. Browning, E. Tzavelis, M. Butler, B. Collins, K. Corrigan, M. Huston, and T. Hermanson (all Deloitte).	\$325.00	1.0	\$325.00
Allegretti, Joe	Discuss the potential adjustments made to the tax basis balance sheet with M. Browning, E. Tzavelis, M. Butler, B. Collins, and T. Hermanson (all Deloitte).	\$325.00	1.3	\$422.50
Allegretti, Joe	Call with E. Tzavelis, B. Collins, S. Fielding, T. Hermanson, M. Browning, M. Butler, and B. Baily (all Deloitte), S. Golding, M. Hoenig, E. Remijan and E. Allison (all Weil) to discuss tax status updates and next steps.	\$325.00	1.1	\$357.50
Allegretti, Joe	Prepare the other assets and other liabilities portions of the provided tax basis balance sheets with M. Butler (Deloitte).	\$325.00	1.6	\$520.00
Allegretti, Joe	Adjust certain items within the tax basis balance sheets with M. Butler (Deloitte).	\$325.00	1.3	\$422.50
Allegretti, Joe	Discuss the tax basis balance sheet with M. Browning, E. Tzavelis, M. Butler, B. Collins, K. Corrigan, M. Huston, S. Fielding, and T. Hermanson (all Deloitte), D. Meyer, L. Meerschaert, and C. Olsen (all Sears).	\$325.00	1.4	\$455.00
Allegretti, Joe	Discuss the tax basis balance sheet and intercompany balances with M. Browning, E. Tzavelis, M. Butler, B. Collins, and T. Hermanson (all Deloitte).	\$325.00	1.0	\$325.00
Atwal, Justin	Input data for Sears tax basis study.	\$325.00	2.1	\$682.50
Atwal, Justin	Input capital changes for Sears tax basis study.	\$325.00	2.5	\$812.50
Baily, Brianna	Discussion regarding prior transactions in the Sears structure with B. Collins, J. Forrest, and M. Schreiber (all Deloitte).	\$595.00	1.2	\$714.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/05/2018				
Baily, Brianna	Call with E. Tzavelis, B. Collins, S. Fielding, T. Hermanson, J. Allegretti, M. Browning, and M. Butler (all Deloitte), S. Golding, M. Hoenig, E. Remijan and E. Allison (all Weil) to discuss tax status updates and next steps.	\$595.00	1.1	\$654.50
Baily, Brianna	Revise prior transactions summaries in the Sears structure.	\$595.00	8.8	\$5,236.00
Baily, Brianna	Continue to revise prior transactions summaries in the Sears structure.	\$595.00	8.8	\$5,236.00
Browning, Maria	Discuss the potential adjustments made to the tax basis balance sheet with E. Tzavelis, M. Butler, B. Collins, T. Hermanson, and J. Allegretti (all Deloitte).	\$450.00	1.3	\$585.00
Browning, Maria	Discuss the tax basis balance sheet and intercompany balances with E. Tzavelis, M. Butler, B. Collins, K. Corrigan, M. Huston, J. Allegretti, and T. Hermanson (all Deloitte).	\$450.00	1.0	\$450.00
Browning, Maria	Discuss the tax basis balance sheet with J. Allegretti, E. Tzavelis, M. Butler, B. Collins, K. Corrigan, M. Huston, S. Fielding, and T. Hermanson (all Deloitte), D. Meyer, L. Meerschaert, and C. Olsen (all Sears).	\$450.00	1.4	\$630.00
Browning, Maria	Update legal organizational chart.	\$450.00	2.5	\$1,125.00
Browning, Maria	Discuss the tax basis balance sheet and intercompany balances with J. Allegretti, E. Tzavelis, M. Butler, B. Collins, and T. Hermanson (all Deloitte).	\$450.00	1.0	\$450.00
Browning, Maria	Call with E. Tzavelis (Deloitte), J. Little and M. Lew (both Deloitte Advisory) to discuss legal organizational structure.	\$450.00	0.7	\$315.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/05/2018				
Browning, Maria	Call with E. Tzavelis, B. Collins, S. Fielding, J. Allegretti, T. Hermanson, M. Butler, and B. Baily (all Deloitte), S. Golding, M. Hoenig, E. Remijan and E. Allison (all Weil) to discuss tax status updates and next steps.	\$450.00	1.1	\$495.00
Butler, Mike	Call with E. Tzavelis, B. Collins, S. Fielding, J. Allegretti, M. Browning, and B. Baily (all Deloitte), S. Golding, M. Hoenig, E. Remijan and E. Allison (all Weil) to discuss tax status updates and next steps.	\$595.00	1.1	\$654.50
Butler, Mike	Discuss the tax basis balance sheet with J. Allegretti, M. Browning, E. Tzavelis, B. Collins, K. Corrigan, M. Huston, S. Fielding, and T. Hermanson (all Deloitte), D. Meyer, L. Meerschaert, and C. Olsen (all Sears).	\$595.00	1.4	\$833.00
Butler, Mike	Discuss the tax basis balance sheet and intercompany balances with M. Browning, E. Tzavelis, J. Allegretti, B. Collins, and T. Hermanson (all Deloitte).	\$595.00	1.0	\$595.00
Butler, Mike	Discuss the tax basis balance sheet and intercompany balances with M. Browning, E. Tzavelis, B. Collins, K. Corrigan, M. Huston, J. Allegretti, and T. Hermanson (all Deloitte).	\$595.00	1.0	\$595.00
Butler, Mike	Prepare the other assets and other liabilities portions of the provided tax basis balance sheets with J. Allegretti (Deloitte).	\$595.00	1.3	\$773.50
Butler, Mike	Discuss the potential adjustments made to the tax basis balance sheet with M. Browning, E. Tzavelis, B. Collins, T. Hermanson, and J. Allegretti (all Deloitte).	\$595.00	1.3	\$773.50
Butler, Mike	Adjust certain items within the tax basis balance sheets with J. Allegretti (Deloitte).	\$595.00	1.6	\$952.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/05/2018				
Chatten, Colin	Draft agreement letters for third party access.	\$325.00	2.3	\$747.50
Chatten, Colin	Create schedule of interest income and expense by legal entity.	\$325.00	1.2	\$390.00
Collins, Bryan	Discuss the tax basis balance sheet and intercompany balances with M. Browning, E. Tzavelis, J. Allegretti, M. Butler, and T. Hermanson (all Deloitte).	\$850.00	1.0	\$850.00
Collins, Bryan	Discuss the tax basis balance sheet and intercompany balances with M. Browning, E. Tzavelis, M. Butler, K. Corrigan, M. Huston, J. Allegretti, and T. Hermanson (all Deloitte).	\$850.00	1.0	\$850.00
Collins, Bryan	Discuss the tax basis balance sheet with J. Allegretti, M. Browning, E. Tzavelis, M. Butler, K. Corrigan, M. Huston, S. Fielding, and T. Hermanson (all Deloitte), D. Meyer, L. Meerschaert, and C. Olsen (all Sears).	\$850.00	1.4	\$1,190.00
Collins, Bryan	Discussion regarding prior transactions in the Sears structure with J. Forrest, B. Baily, and M. Schreiber (all Deloitte).	\$850.00	1.2	\$1,020.00
Collins, Bryan	Call with E. Tzavelis, J. Allegretti, S. Fielding, M. Browning, T. Hermanson, M. Butler, and B. Baily (all Deloitte), S. Golding, M. Hoenig, E. Remijan and E. Allison (all Weil) to discuss tax status updates and next steps.	\$850.00	1.1	\$935.00
Collins, Bryan	Discuss the potential adjustments made to the tax basis balance sheet with M. Browning, E. Tzavelis, M. Butler, T. Hermanson, and J. Allegretti (all Deloitte).	\$850.00	1.3	\$1,105.00
Corrigan, Kevin	Discuss the tax basis balance sheet with J. Allegretti, M. Browning, E. Tzavelis, M. Butler, B. Collins, M. Huston, S. Fielding, and T. Hermanson (all Deloitte), D. Meyer, L. Meerschaert, and C. Olsen (all Sears).	\$595.00	1.4	\$833.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/05/2018				
Corrigan, Kevin	Update tax stock basis calculations for tax basis balance sheet amounts.	\$595.00	1.5	\$892.50
Corrigan, Kevin	Discuss the tax basis balance sheet and intercompany balances with M. Browning, E. Tzavelis, M. Butler, B. Collins, M. Huston, J. Allegretti, and T. Hermanson (all Deloitte).	\$595.00	1.0	\$595.00
Fielding, Stephen	Discuss the tax basis balance sheet with J. Allegretti, M. Browning, E. Tzavelis, M. Butler, B. Collins, M. Huston, K. Corrigan, and T. Hermanson (all Deloitte), D. Meyer, L. Meerschaert, and C. Olsen (all Sears).	\$595.00	1.4	\$833.00
Fielding, Stephen	Call with E. Tzavelis, J. Allegretti, B. Collins, M. Browning, T. Hermanson, M. Butler, and B. Baily (all Deloitte), S. Golding, M. Hoenig, E. Remijan and E. Allison (all Weil) to discuss tax status updates and next steps.	\$595.00	1.1	\$654.50
Forrest, Jonathan	Review prior transaction history related to Sears structure and memo regarding same.	\$975.00	1.4	\$1,365.00
Forrest, Jonathan	Discussion regarding prior transactions in the Sears structure with B. Collins, B. Baily, and M. Schreiber (all Deloitte).	\$975.00	1.2	\$1,170.00
Gopal, Rahul	Review list of fair market value (FMV) of stock.	\$325.00	0.4	\$130.00
Gopal, Rahul	Document Balance Sheet and applicable tax footnote from 10K.	\$325.00	0.2	\$65.00
Hermanson, Tom	Discuss the tax basis balance sheet and intercompany balances with M. Browning, E. Tzavelis, M. Butler, B. Collins, K. Corrigan, M. Huston, and J. Allegretti (all Deloitte).	\$850.00	1.0	\$850.00
Hermanson, Tom	Discuss the tax basis balance sheet and intercompany balances with M. Browning, E. Tzavelis, J. Allegretti, M. Butler, and B. Collins (all Deloitte).	\$850.00	1.0	\$850.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/05/2018				
Hermanson, Tom	Discuss the potential adjustments made to the tax basis balance sheet with M. Browning, E. Tzavelis, M. Butler, B. Collins, and J. Allegretti (all Deloitte).	\$850.00	1.3	\$1,105.00
Hermanson, Tom	Discuss Deloitte statement of work with L. Meerschaert (Sears).	\$850.00	1.0	\$850.00
Hermanson, Tom	Review PwC transfer pricing status report.	\$850.00	1.5	\$1,275.00
Hermanson, Tom	Call with E. Tzavelis, J. Allegretti, B. Collins, M. Browning, S. Fielding, M. Butler, and B. Baily (all Deloitte), S. Golding, M. Hoenig, E. Remijan and E. Allison (all Weil) to discuss tax status updates and next steps.	\$850.00	1.1	\$935.00
Hermanson, Tom	Discuss the tax basis balance sheet with J. Allegretti, M. Browning, E. Tzavelis, M. Butler, B. Collins, M. Huston, K. Corrigan, and S. Fielding (all Deloitte), D. Meyer, L. Meerschaert, and C. Olsen (all Sears).	\$850.00	1.4	\$1,190.00
Huston, Michael	Review structure of entities for purposes of building tax basis from the bottom of the chain up.	\$850.00	4.9	\$4,165.00
Huston, Michael	Discuss the tax basis balance sheet and intercompany balances with M. Browning, E. Tzavelis, M. Butler, B. Collins, K. Corrigan, J. Allegretti, and T. Hermanson (all Deloitte).	\$850.00	1.0	\$850.00
Huston, Michael	Discuss the tax basis balance sheet with J. Allegretti, M. Browning, E. Tzavelis, M. Butler, B. Collins, K. Corrigan, S. Fielding, and T. Hermanson (all Deloitte), D. Meyer, L. Meerschaert, and C. Olsen (all Sears).	\$850.00	1.4	\$1,190.00
Lowry, Jamie	Review IRC section 382 analysis for small issuance exception.	\$595.00	1.9	\$1,130.50
Lowry, Jamie	Prepare draft memo regarding IRC section 382 analysis.	\$595.00	1.3	\$773.50
Lowry, Jamie	Review IRC section 382 analysis for treatment of 5% shareholders.	\$595.00	1.4	\$833.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/05/2018				
Lowry, Jamie	Review list of 5% shareholders based off 13DG filings and compared to those included in the IRC section 382 study prepared by client.	\$595.00	1.6	\$952.00
Schreiber, Mendy	Draft Sears summary of certain recent transactions.	\$450.00	7.3	\$3,285.00
Schreiber, Mendy	Discussion regarding prior transactions in the Sears structure with B. Collins, B. Baily, and J. Forrest (all Deloitte).	\$450.00	1.2	\$540.00
Tzavelis, Elias	Call with J. Allegretti, B. Collins, S. Fielding, M. Browning, T. Hermanson, M. Butler, and B. Baily (all Deloitte), S. Golding, M. Hoenig, E. Remijan and E. Allison (all Weil) to discuss tax status updates and next steps.	\$850.00	1.1	\$935.00
Tzavelis, Elias	Review corporate structure deck and researched authorities regarding allocation of debt.	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Discuss the potential adjustments made to the tax basis balance sheet with M. Browning, M. Butler, B. Collins, T. Hermanson, and J. Allegretti (all Deloitte).	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Discuss the tax basis balance sheet and intercompany balances with M. Browning, J. Allegretti, M. Butler, B. Collins, and T. Hermanson (all Deloitte).	\$850.00	1.0	\$850.00
Tzavelis, Elias	Discuss the tax basis balance sheet and intercompany balances with M. Browning, M. Butler, B. Collins, K. Corrigan, M. Huston, J. Allegretti, and T. Hermanson (all Deloitte).	\$850.00	1.0	\$850.00
Tzavelis, Elias	Discuss the tax basis balance sheet with J. Allegretti, M. Browning, M. Butler, B. Collins, K. Corrigan, M. Huston, S. Fielding, and T. Hermanson (all Deloitte), D. Meyer, L. Meerschaert, and C. Olsen (all Sears).	\$850.00	1.4	\$1,190.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/05/2018				
Tzavelis, Elias	Call with M. Browning (Deloitte), J. Little and M. Lew (both Deloitte Advisory) to discuss legal organizational structure.	\$850.00	0.7	\$595.00
11/06/2018				
Allegretti, Joe	Discuss the tax basis balance sheet adjustments and intercompany balances with K. Corrigan, M. Browning, M. Butler, E. Tzavelis, and T. Hermanson (all Deloitte).	\$325.00	1.8	\$585.00
Allegretti, Joe	Discuss certain other liability accounts and reserves with M. Butler (Deloitte) and D. Meyer and C. Olsen (both Sears).	\$325.00	0.1	\$32.50
Allegretti, Joe	Update tax basis balance sheet with M. Butler (Deloitte).	\$325.00	2.1	\$682.50
Allegretti, Joe	Update and prepare the tax basis balance sheet with M. Butler (Deloitte) for discussion with Sears tax team.	\$325.00	0.6	\$195.00
Allegretti, Joe	Discussion with E. Tzavelis, M. Browning, M. Butler, and K. Corrigan (all Deloitte) with S. Golding (Weil) to discuss Sears transaction.	\$325.00	0.3	\$97.50
Allegretti, Joe	Meeting with M. Butler, M. Browning, K. Corrigan, E. Tzavelis, S. Fielding, and T. Hermanson (all Deloitte) and D. Meyer, L. Meerschaert, and C. Olsen (all Sears) to discuss the tax basis balance sheet.	\$325.00	1.4	\$455.00
Allegretti, Joe	Prepare the detail of certain liability accounts in order to understand the underlying accounts.	\$325.00	0.8	\$260.00
Allegretti, Joe	Call with J. Forrest, B. Collins, E. Tzavelis, M. Browning, K. Corrigan, M. Butler, and T. Hermanson (all Deloitte) to discuss how to account for deferred revenue in bankruptcy.	\$325.00	0.5	\$162.50
Allegretti, Joe	Discuss the tax basis balance sheet and timing with M. Butler (Deloitte).	\$325.00	1.5	\$487.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/06/2018				
Allegretti, Joe	Discuss the tax basis balance sheet and timing with M. Butler, M. Browning, E. Tzavelis, and T. Hermanson (all Deloitte).	\$325.00	0.6	\$195.00
Allegretti, Joe	Discussion with E. Tzavelis, M. Browning, M. Butler, K. Corrigan, B. Baily, and B. Collins (all Deloitte) to discuss tax basis balance sheet with Weil tax counsel.	\$325.00	0.1	\$32.50
Allegretti, Joe	Discuss with M. Butler, T. Hermanson, M. Browning, and E. Tzavelis (all Deloitte) the tax basis balance sheet and related items for Sears tax team.	\$325.00	0.7	\$227.50
Allegretti, Joe	Discussion with E. Tzavelis, M. Browning, K. Corrigan, and T. Hermanson (all Deloitte) to discuss our call with Weil tax counsel and next steps in tax work stream.	\$325.00	0.4	\$130.00
Allegretti, Joe	Discussion with E. Tzavelis, M. Browning, K. Corrigan, B. Baily, T. Hermanson, and B. Collins (all Deloitte) to discuss call with Weil tax counsel regarding deferred revenue and historical transactions.	\$325.00	0.3	\$97.50
Atwal, Justin	Meeting with W. Wei and K. Corrigan (both Deloitte) to discuss B-Basis study.	\$325.00	0.7	\$227.50
Atwal, Justin	Input tax data for Sears tax basis study.	\$325.00	1.7	\$552.50
Baily, Brianna	Discussion with E. Tzavelis, M. Browning, M. Butler, K. Corrigan, J. Allegretti, and B. Collins (all Deloitte) to discuss tax basis balance sheet with Weil tax counsel.	\$595.00	0.1	\$59.50
Baily, Brianna	Discussion with E. Tzavelis, M. Browning, J. Allegretti, K. Corrigan, T. Hermanson, and B. Collins (all Deloitte) to discuss call with Weil tax counsel regarding deferred revenue and historical transactions.	\$595.00	0.3	\$178.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/06/2018				
Baily, Brianna	Call with B. Collins and J. Forrest (both Deloitte) to discuss the stalking horse documents and net unrealized built in gain/loss (NUBIG/NUBIL).	\$595.00	0.5	\$297.50
Baily, Brianna	Call with B. Collins, J. Forrest, and M. Schreiber (all Deloitte) to discuss Craftsman sale.	\$595.00	0.7	\$416.50
Baily, Brianna	Revise prior transaction write-up of Sears structure.	\$595.00	7.2	\$4,284.00
Baily, Brianna	Continue to revise prior transaction write-up of Sears structure.	\$595.00	7.2	\$4,284.00
Baily, Brianna	Meeting with B. Collins (Deloitte) to discuss and revise Sears Holdings recent transactions write-up and stalking horse documents.	\$595.00	2.2	\$1,309.00
Baily, Brianna	Meeting with B. Collins and M. Schreiber (both Deloitte) to discuss Craftsman sale and Sears Holdings recent transactions write-up.	\$595.00	0.8	\$476.00
Browning, Maria	Discussion with E. Tzavelis, J. Allegretti, K. Corrigan, and T. Hermanson (all Deloitte) to discuss our call with Weil tax counsel and next steps in tax work stream.	\$450.00	0.4	\$180.00
Browning, Maria	Discussion with E. Tzavelis, J. Allegretti, K. Corrigan, B. Baily, T. Hermanson, and B. Collins (all Deloitte) to discuss call with Weil tax counsel regarding deferred revenue and historical transactions.	\$450.00	0.3	\$135.00
Browning, Maria	Discussion with E. Tzavelis, B. Baily, M. Butler, K. Corrigan, J. Allegretti, and B. Collins (all Deloitte) to discuss tax basis balance sheet with Weil tax counsel.	\$450.00	0.1	\$45.00
Browning, Maria	Update tax access letters.	\$450.00	1.2	\$540.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/06/2018				
Browning, Maria	Meeting with M. Butler, J. Allegretti, K. Corrigan, E. Tzavelis, S. Fielding, and T. Hermanson (all Deloitte) and D. Meyer, L. Meerschaert, and C. Olsen (all Sears) to discuss the tax basis balance sheet.	\$450.00	1.4	\$630.00
Browning, Maria	Continue to update tax access letters.	\$450.00	2.8	\$1,260.00
Browning, Maria	Discuss with M. Butler, T. Hermanson, J. Allegretti, and E. Tzavelis (all Deloitte) the tax basis balance sheet and related items for Sears tax team.	\$450.00	0.7	\$315.00
Browning, Maria	Discuss the tax basis balance sheet adjustments and intercompany balances with K. Corrigan, M. Butler, J. Allegretti, E. Tzavelis, and T. Hermanson (all Deloitte).	\$450.00	1.8	\$810.00
Browning, Maria	Analyze interest expense and income at each subsidiary.	\$450.00	2.9	\$1,305.00
Browning, Maria	Discuss the tax basis balance sheet and timing with M. Butler, T. Hermanson, and J. Allegretti (all Deloitte).	\$450.00	0.6	\$270.00
Browning, Maria	Call with J. Forrest, B. Collins, E. Tzavelis, J. Allegretti, K. Corrigan, M. Butler, and T. Hermanson (all Deloitte) to discuss how to account for deferred revenue in bankruptcy.	\$450.00	0.5	\$225.00
Browning, Maria	Discussion with E. Tzavelis, M. Butler, J. Allegretti, and K. Corrigan (all Deloitte) with S. Golding (Weil) to discuss Sears transaction.	\$450.00	0.3	\$135.00
Butler, Mike	Discuss the tax basis balance sheet and timing with J. Allegretti (Deloitte).	\$595.00	1.5	\$892.50
Butler, Mike	Discuss the tax basis balance sheet and timing with T. Hermanson, M. Browning, E. Tzavelis, and J. Allegretti (all Deloitte).	\$595.00	0.6	\$357.00
Butler, Mike	Update and prepare the tax basis balance sheet with J. Allegretti (Deloitte) for discussion with Sears tax team.	\$595.00	0.6	\$357.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/06/2018				
Butler, Mike	Update tax basis balance sheet with J. Allegretti (Deloitte).	\$595.00	2.1	\$1,249.50
Butler, Mike	Discussion with E. Tzavelis, B. Baily, M. Browning, K. Corrigan, J. Allegretti, and B. Collins (all Deloitte) to discuss tax basis balance sheet with Weil tax counsel.	\$595.00	0.1	\$59.50
Butler, Mike	Discuss with J. Allegretti, T. Hermanson, M. Browning, and E. Tzavelis (all Deloitte) the tax basis balance sheet and related items for Sears tax team.	\$595.00	0.7	\$416.50
Butler, Mike	Discuss certain other liability accounts and reserves with J. Allegretti (Deloitte) and D. Meyer and C. Olsen (both Sears).	\$595.00	0.1	\$59.50
Butler, Mike	Review inputs in tax attribute reduction model.	\$595.00	2.6	\$1,547.00
Butler, Mike	Meeting with J. Allegretti, M. Browning, K. Corrigan, E. Tzavelis, S. Fielding, and T. Hermanson (all Deloitte) and D. Meyer, L. Meerschaert, and C. Olsen (all Sears) to discuss the tax basis balance sheet.	\$595.00	1.4	\$833.00
Butler, Mike	Discussion with E. Tzavelis, M. Browning, J. Allegretti, and K. Corrigan (all Deloitte) with S. Golding (Weil) to discuss Sears transaction.	\$595.00	0.3	\$178.50
Butler, Mike	Analyze next steps in tax work stream.	\$595.00	0.6	\$357.00
Butler, Mike	Discuss the tax basis balance sheet adjustments and intercompany balances with K. Corrigan, M. Browning, J. Allegretti, E. Tzavelis, and T. Hermanson (all Deloitte).	\$595.00	1.8	\$1,071.00
Butler, Mike	Call with J. Forrest, B. Collins, E. Tzavelis, M. Browning, J. Allegretti, K. Corrigan, and T. Hermanson (all Deloitte) to discuss how to account for deferred revenue in bankruptcy.	\$595.00	0.5	\$297.50
Chen, Kelsey	Scan historical tax returns for stock basis calculation.	\$325.00	0.5	\$162.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/06/2018				
Collins, Bryan	Call with B. Baily and J. Forrest (both Deloitte) to discuss the stalking horse documents and NUBIG/NUBIL.	\$850.00	0.5	\$425.00
Collins, Bryan	Review Sears Holdings recent transactions write-up.	\$850.00	0.7	\$595.00
Collins, Bryan	Call with J. Forrest, M. Butler, E. Tzavelis, M. Browning, J. Allegretti, K. Corrigan, and T. Hermanson (all Deloitte) to discuss how to account for deferred revenue in bankruptcy.	\$850.00	0.5	\$425.00
Collins, Bryan	Discussion with E. Tzavelis, M. Browning, J. Allegretti, B. Baily, T. Hermanson, and K. Corrigan (all Deloitte) to discuss call with Weil tax counsel regarding deferred revenue and historical transactions.	\$850.00	0.3	\$255.00
Collins, Bryan	Discussion with E. Tzavelis, B. Baily, M. Browning, K. Corrigan, J. Allegretti, and M. Butler (all Deloitte) to discuss tax basis balance sheet with Weil tax counsel.	\$850.00	0.1	\$85.00
Collins, Bryan	Meeting with B. Baily (Deloitte) to discuss and revise Sears Holdings recent transactions write-up and stalking horse documents.	\$850.00	2.2	\$1,870.00
Collins, Bryan	Meeting with B. Baily and M. Schreiber (both Deloitte) to discuss Craftsman sale and Sears Holdings recent transactions write-up.	\$850.00	0.8	\$680.00
Collins, Bryan	Call with B. Baily, M. Schreiber, and J. Forrest (all Deloitte) to discuss Craftsman sale.	\$850.00	0.7	\$595.00
Corrigan, Kevin	Discussion with E. Tzavelis, M. Browning, J. Allegretti, and T. Hermanson (all Deloitte) to discuss our call with Weil tax counsel and next steps in tax work stream.	\$595.00	0.4	\$238.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/06/2018				
Corrigan, Kevin	Discussion with E. Tzavelis, M. Browning, J. Allegretti, B. Baily, T. Hermanson, and B. Collins (all Deloitte) to discuss call with Weil tax counsel regarding deferred revenue and historical transactions.	\$595.00	0.3	\$178.50
Corrigan, Kevin	Discussion with E. Tzavelis, M. Browning, M. Butler, and J. Allegretti (all Deloitte) with S. Golding (Weil) to discuss Sears transaction.	\$595.00	0.3	\$178.50
Corrigan, Kevin	Discussion with E. Tzavelis, B. Baily, M. Browning, B. Collins, J. Allegretti, and M. Butler (all Deloitte) to discuss tax basis balance sheet with Weil tax counsel.	\$595.00	0.1	\$59.50
Corrigan, Kevin	Meeting with M. Butler, J. Allegretti, M. Browning, E. Tzavelis, S. Fielding, and T. Hermanson (all Deloitte) and D. Meyer, L. Meerschaert, and C. Olsen (all Sears) to discuss the tax basis balance sheet.	\$595.00	1.4	\$833.00
Corrigan, Kevin	Meeting with W. Wei and J. Atwal (both Deloitte) to discuss B-Basis study.	\$595.00	0.7	\$416.50
Corrigan, Kevin	Discuss the tax basis balance sheet adjustments and intercompany balances with M. Browning, M. Butler, J. Allegretti, E. Tzavelis, and T. Hermanson (all Deloitte).	\$595.00	1.8	\$1,071.00
Corrigan, Kevin	Call with J. Forrest, M. Butler, E. Tzavelis, M. Browning, J. Allegretti, B. Collins, and T. Hermanson (all Deloitte) to discuss how to account for deferred revenue in bankruptcy.	\$595.00	0.5	\$297.50
Corrigan, Kevin	Update tax stock basis calculations.	\$595.00	1.9	\$1,130.50
Fielding, Stephen	Meeting with M. Butler, J. Allegretti, M. Browning, K. Corrigan, E. Tzavelis, and T. Hermanson (all Deloitte) and D. Meyer, L. Meerschaert, and C. Olsen (all Sears) to discuss the tax basis balance sheet.	\$595.00	1.4	\$833.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
11/06/2018				
Forrest, Jonathan	Review Asset Purchase Agreement (APA).	\$975.00	1.6	\$1,560.00
Forrest, Jonathan	Research proper treatment of deferred revenue for net unrealized built in gain/ net unrealized built in loss (NUBIG/NUBIL) purposes.	\$975.00	1.8	\$1,755.00
Forrest, Jonathan	Calls with B. Baily and B. Collins (both Deloitte) to discuss the stalking horse documents and NUBIG/NUBIL.	\$975.00	0.5	\$487.50
Forrest, Jonathan	Call with B. Baily, B. Collins, and M. Schreiber (all Deloitte) to discuss Craftsman sale.	\$975.00	0.7	\$682.50
Forrest, Jonathan	Call with K. Corrigan, M. Butler, E. Tzavelis, M. Browning, J. Allegretti, B. Collins, and T. Hermanson (all Deloitte) to discuss how to account for deferred revenue in bankruptcy.	\$975.00	0.5	\$487.50
Hermanson, Tom	Discuss with M. Butler, M. Browning, J. Allegretti, and E. Tzavelis (all Deloitte) the tax basis balance sheet and related items for Sears tax team.	\$850.00	0.7	\$595.00
Hermanson, Tom	Discussion with E. Tzavelis, M. Browning, J. Allegretti, K. Corrigan, B. Baily, and B. Collins (all Deloitte) to discuss call with Weil tax counsel regarding deferred revenue and historical transactions.	\$850.00	0.3	\$255.00
Hermanson, Tom	Discuss the tax basis balance sheet adjustments and intercompany balances with K. Corrigan, M. Browning, M. Butler, J. Allegretti, and E. Tzavelis (all Deloitte).	\$850.00	1.8	\$1,530.00
Hermanson, Tom	Call with K. Corrigan, M. Butler, E. Tzavelis, M. Browning, J. Allegretti, B. Collins, and J. Forrest (all Deloitte) to discuss how to account for deferred revenue in bankruptcy.	\$850.00	0.5	\$425.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/06/2018				
Hermanson, Tom	Meeting with M. Butler, J. Allegretti, M. Browning, K. Corrigan, E. Tzavelis, and S. Fielding (all Deloitte) and D. Meyer, L. Meerschaert, and C. Olsen (all Sears) to discuss the tax basis balance sheet.	\$850.00	1.4	\$1,190.00
Hermanson, Tom	Discussion with E. Tzavelis, M. Browning, J. Allegretti, and K. Corrigan (all Deloitte) to discuss our call with Weil tax counsel and next steps in tax work stream.	\$850.00	0.4	\$340.00
Hermanson, Tom	Discuss the tax basis balance sheet follow-ups and timing with M. Butler, M. Browning, E. Tzavelis, and J. Allegretti (all Deloitte).	\$850.00	0.6	\$510.00
Schreiber, Mendy	Meeting with B. Baily and B. Collins (both Deloitte) to discuss Craftsman sale and Sears Holdings recent transactions write-up.	\$450.00	0.8	\$360.00
Schreiber, Mendy	Call with B. Baily, B. Collins, and J. Forrest (all Deloitte) to discuss Craftsman sale.	\$450.00	0.7	\$315.00
Schreiber, Mendy	Revise Sears Holdings recent transactions write-up.	\$450.00	3.0	\$1,350.00
Tzavelis, Elias	Meeting with M. Butler, J. Allegretti, M. Browning, K. Corrigan, S. Fielding, and T. Hermanson (all Deloitte) and D. Meyer, L. Meerschaert, and C. Olsen (all Sears) to discuss the tax basis balance sheet.	\$850.00	1.4	\$1,190.00
Tzavelis, Elias	Review company's intercompany account schedule and considered allocation of debt.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with J. Forrest, B. Collins, M. Browning, J. Allegretti, K. Corrigan, M. Butler, and T. Hermanson (all Deloitte) to discuss how to account for deferred revenue in bankruptcy.	\$850.00	0.5	\$425.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/06/2018				
Tzavelis, Elias	Discuss the tax basis balance sheet adjustments and intercompany balances with K. Corrigan, M. Browning, M. Butler, J. Allegretti, and T. Hermanson (all Deloitte).	\$850.00	1.8	\$1,530.00
Tzavelis, Elias	Discuss the tax basis balance sheet and timing with M. Butler, T. Hermanson, M. Browning, and J. Allegretti (all Deloitte).	\$850.00	0.6	\$510.00
Tzavelis, Elias	Discussion with M. Browning, J. Allegretti, K. Corrigan, and T. Hermanson (all Deloitte) to discuss our call with Weil tax counsel and next steps in tax work stream.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Discussion with M. Browning, J. Allegretti, K. Corrigan, B. Baily, T. Hermanson, and B. Collins (all Deloitte) to discuss call with Weil tax counsel regarding deferred revenue and historical transactions.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Discussion with M. Browning, M. Butler, J. Allegretti, and K. Corrigan (all Deloitte) with S. Golding (Weil) to discuss Sears transaction.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Discussion with K. Corrigan, B. Baily, M. Browning, B. Collins, J. Allegretti, and M. Butler (all Deloitte) to discuss tax basis balance sheet with Weil tax counsel.	\$850.00	0.1	\$85.00
Tzavelis, Elias	Discuss with M. Butler, T. Hermanson, M. Browning, and J. Allegretti (all Deloitte) the tax basis balance sheet and related items for Sears tax team.	\$850.00	0.7	\$595.00
Wang, Wei	Meeting with J. Atwal and K. Corrigan (both Deloitte) to discuss B-Basis study.	\$450.00	0.7	\$315.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/07/2018				
Allegretti, Joe	Call with E. Tzavelis, B. Collins, J. Forrest, M. Butler, K. Corrigan, B. Baily, M. Schreiber, and M. Browning (all Deloitte) to discuss the Company's tax basis balance sheet.	\$325.00	1.0	\$325.00
Allegretti, Joe	Call with E. Tzavelis, B. Collins, B. Sullivan, M. Butler, B. Baily, M. Schreiber, M. Browning (all Deloitte), R. Boyle, K. Lejkowski, and L. Meerschaert (all Sears) to discuss the Company's state tax compliance.	\$325.00	1.2	\$390.00
Allegretti, Joe	Call with E. Tzavelis, B. Collins, T. Hermanson, B. Sullivan, M. Butler, M. Schreiber, B. Baily, M. Browning (all Deloitte), Weil tax team, and Sears tax team to discuss data room documents and status update.	\$325.00	1.8	\$585.00
Allegretti, Joe	Call with E. Tzavelis, B. Sullivan, M. Butler, and M. Browning (all Deloitte) to discuss the Company's state tax compliance.	\$325.00	1.1	\$357.50
Allegretti, Joe	Update tax basis balance sheet and integrate into the tax attribute reduction model with M. Butler (Deloitte).	\$325.00	2.9	\$942.50
Allegretti, Joe	Meeting with E. Tzavelis, B. Sullivan, M. Butler, M. Browning (all Deloitte), J. Pollak, E. Fellner, and L. Meerschaert (all Sears) to discuss the Company's state tax compliance.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with E. Tzavelis, B. Sullivan, M. Butler, and M. Browning (all Deloitte) to discuss the Company's state tax compliance.	\$325.00	0.2	\$65.00
Atwal, Justin	Input tax data for Sears Roebuck and Co. tax basis study.	\$325.00	2.8	\$910.00
Atwal, Justin	Continue to input tax data for Sears Roebuck and Co. tax basis study.	\$325.00	2.3	\$747.50
Baily, Brianna	Meeting with J. Rohrs and M. Schreiber (both Deloitte) to discuss Sears Holdings license agreement.	\$595.00	0.3	\$178.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/07/2018				
Baily, Brianna	Call with J. Forrest, J. Rohrs, and M. Schreiber (all Deloitte) to discuss Sears Holdings license agreement.	\$595.00	0.5	\$297.50
Baily, Brianna	Call with E. Tzavelis, B. Collins, B. Sullivan, M. Butler, J. Allegretti, M. Schreiber, M. Browning (all Deloitte), R. Boyle, K. Lejkowski, and L. Meerschaert (all Sears) to discuss the Company's state tax compliance.	\$595.00	1.2	\$714.00
Baily, Brianna	Call with E. Tzavelis, B. Collins, T. Hermanson, B. Sullivan, M. Butler, J. Allegretti, M. Schreiber, M. Browning (all Deloitte), Weil tax team, and Sears tax team to discuss data room documents and status update.	\$595.00	1.8	\$1,071.00
Baily, Brianna	Call with E. Tzavelis, B. Collins, J. Forrest, M. Butler, J. Allegretti, K. Corrigan, M. Schreiber, and M. Browning (all Deloitte) to discuss the Company's tax basis balance sheet.	\$595.00	1.0	\$595.00
Baily, Brianna	Research SEC filings for description of agreements between Sears Holdings and SHO.	\$595.00	2.6	\$1,547.00
Browning, Maria	Call with E. Tzavelis, B. Sullivan, J. Allegretti, M. Butler (all Deloitte) to discuss the Company's state tax compliance.	\$450.00	0.2	\$90.00
Browning, Maria	Call with E. Tzavelis, B. Sullivan, J. Allegretti, M. Butler (all Deloitte) to discuss the Company's state tax compliance.	\$450.00	1.1	\$495.00
Browning, Maria	Call with E. Tzavelis, B. Collins, T. Hermanson, B. Sullivan, M. Butler, J. Allegretti, M. Schreiber, B. Baily (all Deloitte), Weil tax team, and Sears tax team to discuss data room documents and status update.	\$450.00	1.8	\$810.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/07/2018				
Browning, Maria	Call with E. Tzavelis, B. Collins, B. Sullivan, M. Butler, J. Allegretti, B. Baily, M. Schreiber (all Deloitte), R. Boyle, K. Lejkowski, and L. Meerschaert (all Sears) to discuss the Company's state tax compliance.	\$450.00	1.2	\$540.00
Browning, Maria	Call with E. Tzavelis, B. Collins, J. Forrest, M. Butler, J. Allegretti, K. Corrigan, B. Baily, M. Schreiber (all Deloitte) to discuss the Company's tax basis balance sheet.	\$450.00	1.0	\$450.00
Browning, Maria	Meeting with E. Tzavelis, B. Sullivan, J. Allegretti, M. Butler (all Deloitte), J. Pollak, E. Fellner, and L. Meerschaert (all Sears) to discuss the Company's state tax compliance.	\$450.00	0.4	\$180.00
Browning, Maria	Continue to update intercompany interest analysis.	\$450.00	1.2	\$540.00
Browning, Maria	Update intercompany interest analysis.	\$450.00	2.3	\$1,035.00
Butler, Mike	Call with E. Tzavelis, B. Sullivan, J. Allegretti, and M. Browning (all Deloitte) to discuss the Company's state tax compliance.	\$595.00	1.1	\$654.50
Butler, Mike	Call with E. Tzavelis, B. Sullivan, J. Allegretti, and M. Browning (all Deloitte) to discuss the Company's state tax compliance.	\$595.00	0.2	\$119.00
Butler, Mike	Call with E. Tzavelis, B. Collins, J. Forrest, J. Allegretti, K. Corrigan, B. Baily, M. Schreiber, and M. Browning (all Deloitte) to discuss the Company's tax basis balance sheet.	\$595.00	1.0	\$595.00
Butler, Mike	Call with E. Tzavelis, B. Collins, B. Sullivan, J. Allegretti, B. Baily, M. Schreiber, M. Browning (all Deloitte), R. Boyle, K. Lejkowski, and L. Meerschaert (all Sears) to discuss the Company's state tax compliance.	\$595.00	1.2	\$714.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/07/2018				
Butler, Mike	Update tax basis balance sheet and integrating into the tax attribute reduction model with J. Allegretti (Deloitte).	\$595.00	2.9	\$1,725.50
Butler, Mike	Meeting with E. Tzavelis, B. Sullivan, J. Allegretti, M. Browning (all Deloitte), J. Pollak, E. Fellner, and L. Meerschaert (all Sears) to discuss the Company's state tax compliance.	\$595.00	0.4	\$238.00
Butler, Mike	Call with E. Tzavelis, B. Collins, T. Hermanson, B. Sullivan, J. Allegretti, M. Schreiber, B. Baily, M. Browning (all Deloitte), Weil tax team, and Sears tax team to discuss data room documents and status update.	\$595.00	1.8	\$1,071.00
Chatten, Colin	Update legal organizational structure chart to compile interest income and expense by legal entity.	\$325.00	6.3	\$2,047.50
Collins, Bryan	Call with E. Tzavelis, M. Browning, B. Sullivan, M. Butler, J. Allegretti, B. Baily, M. Schreiber (all Deloitte), R. Boyle, K. Lejkowski, and L. Meerschaert (all Sears) to discuss the Company's state tax compliance.	\$850.00	1.2	\$1,020.00
Collins, Bryan	Call with E. Tzavelis, M. Butler, J. Forrest, J. Allegretti, K. Corrigan, B. Baily, M. Schreiber, and M. Browning (all Deloitte) to discuss the Company's tax basis balance sheet.	\$850.00	1.0	\$850.00
Collins, Bryan	Call with E. Tzavelis, M. Butler, T. Hermanson, B. Sullivan, J. Allegretti, M. Schreiber, B. Baily, M. Browning (all Deloitte), Weil tax team, and Sears tax team to discuss data room documents and status update.	\$850.00	1.8	\$1,530.00
Collins, Bryan	Call with T. Hermanson and M. Schreiber (both Deloitte) to discuss Sears Holdings deferred revenue.	\$850.00	0.7	\$595.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
11/07/2018				
Corrigan, Kevin	Call with E. Tzavelis, M. Butler, J. Forrest, J. Allegretti, B. Collins, B. Baily, M. Schreiber, and M. Browning (all Deloitte) to discuss the Company's tax basis balance sheet.	\$595.00	1.0	\$595.00
Corrigan, Kevin	Update tax stock basis calculation for new net tax asset amounts.	\$595.00	2.6	\$1,547.00
Corrigan, Kevin	Update tax stock basis calculations for historic transactions.	\$595.00	2.4	\$1,428.00
Corrigan, Kevin	Continue to update the tax stock basis calculation for historic transaction of the company.	\$595.00	1.0	\$595.00
Forrest, Jonathan	Call with E. Tzavelis, B. Collins, M. Butler, J. Allegretti, K. Corrigan, B. Baily, M. Schreiber, and M. Browning (all Deloitte) to discuss the Company's tax basis balance sheet.	\$975.00	1.0	\$975.00
Forrest, Jonathan	Call with B. Baily, J. Rohrs, and M. Schreiber (all Deloitte) to discuss Sears Holdings license agreement.	\$975.00	0.5	\$487.50
Forrest, Jonathan	Review summary of recent transactions in Sears structure.	\$975.00	1.3	\$1,267.50
Gandhi, Shivani	Scan historical tax returns for stock basis analysis.	\$325.00	5.5	\$1,787.50
Gandhi, Shivani	Continue to scan historical tax returns for stock basis analysis.	\$325.00	3.5	\$1,137.50
Hermanson, Tom	Call with E. Tzavelis, B. Collins, B. Sullivan, M. Butler, J. Allegretti, M. Schreiber, B. Baily, M. Browning (all Deloitte), Weil tax team, and Sears tax team to discuss data room documents and status update.	\$850.00	1.8	\$1,530.00
Hermanson, Tom	Call with B. Collins and M. Schreiber (both Deloitte) to discuss Sears Holdings deferred revenue.	\$850.00	0.7	\$595.00
Rohrs, Jane	Call with B. Baily, J. Forrest, and M. Schreiber (all Deloitte) to discuss Sears Holdings license agreement.	\$975.00	0.5	\$487.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/07/2018				
Rohrs, Jane	Meeting with B. Baily and M. Schreiber (both Deloitte) to discuss Sears Holdings license agreement.	\$975.00	0.3	\$292.50
Rohrs, Jane	Review acquired intellectual property (IP) license agreement.	\$975.00	0.7	\$682.50
Schreiber, Mendy	Call with E. Tzavelis, B. Collins, J. Forrest, M. Butler, J. Allegretti, K. Corrigan, B. Baily, and M. Browning (all Deloitte) to discuss the Company's tax basis balance sheet.	\$450.00	1.0	\$450.00
Schreiber, Mendy	Meeting with B. Baily and J. Rohrs (both Deloitte) to discuss Sears Holdings license agreement.	\$450.00	0.3	\$135.00
Schreiber, Mendy	Revise summary of recent transactions of Sears structure.	\$450.00	2.0	\$900.00
Schreiber, Mendy	Call with E. Tzavelis, B. Collins, T. Hermanson, B. Sullivan, M. Butler, J. Allegretti, B. Baily, M. Browning (all Deloitte), Weil tax team, and Sears tax team to discuss data room documents and status update.	\$450.00	1.8	\$810.00
Schreiber, Mendy	Call with B. Baily, J. Forrest, and J. Rohrs (all Deloitte) to discuss Sears Holdings license agreement.	\$450.00	0.5	\$225.00
Schreiber, Mendy	Call with B. Collins and T. Hermanson (both Deloitte) to discuss Sears Holdings deferred revenue.	\$450.00	0.7	\$315.00
Schreiber, Mendy	Call with E. Tzavelis, B. Collins, B. Sullivan, M. Butler, J. Allegretti, B. Baily, M. Browning (all Deloitte), R. Boyle, K. Lejkowski, and L. Meerschaert (all Sears) to discuss the Company's state tax compliance.	\$450.00	1.2	\$540.00
Stoops, Kenneth	Research Delaware state tax law regarding the treatment of income and capital gain received by an Affiliated Finance Company.	\$850.00	0.8	\$680.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/07/2018				
Stoops, Kenneth	Call with B. Sullivan (Deloitte) to discuss the Company's historic filing position in Delaware and potential tax liability related to the sale of midterm notes under the Affiliated Finance Company designation.	\$850.00	0.4	\$340.00
Sullivan, Brian	Meeting with E. Tzavelis, J. Allegretti, M. Butler, M. Browning (all Deloitte), J. Pollak, E. Fellner, and L. Meerschaert (all Sears) to discuss the Company's state tax compliance.	\$975.00	0.4	\$390.00
Sullivan, Brian	Call with E. Tzavelis, J. Allegretti, M. Butler, and M. Browning (all Deloitte) to discuss the Company's state tax compliance.	\$975.00	1.1	\$1,072.50
Sullivan, Brian	Call with E. Tzavelis, B. Collins, M. Butler, J. Allegretti, B. Baily, M. Schreiber, M. Browning (all Deloitte), R. Boyle, K. Lejkowski, and L. Meerschaert (all Sears) to discuss the Company's state tax compliance	\$975.00	1.2	\$1,170.00
Sullivan, Brian	Call with E. Tzavelis, B. Collins, T. Hermanson, M. Schreiber, M. Butler, J. Allegretti, B. Baily, M. Browning (all Deloitte), Weil tax team, and Sears tax team to discuss data room documents and status update.	\$975.00	1.8	\$1,755.00
Sullivan, Brian	Call with K. Stoops (Deloitte) to discuss the Company's historic filing position in Delaware and potential tax liability related to the sale of midterm notes under the Affiliated Finance Company designation.	\$975.00	0.4	\$390.00
Sullivan, Brian	Research potential Delaware conformity to Treas. Reg. 1.1502-13.	\$975.00	1.4	\$1,365.00
Sullivan, Brian	Call with E. Tzavelis, J. Allegretti, M. Butler, and M. Browning (all Deloitte) to discuss the Company's state tax compliance.	\$975.00	0.2	\$195.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/07/2018				
Tzavelis, Elias	Call with B. Sullivan, J. Allegretti, M. Butler, and M. Browning (all Deloitte) to discuss the Company's state tax compliance.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with B. Collins, B. Sullivan, M. Butler, J. Allegretti, B. Baily, M. Schreiber, M. Browning (all Deloitte), R. Boyle, K. Lejkowski, and L. Meerschaert (all Sears) to discuss the Company's state tax compliance.	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Call with B. Collins, J. Forrest, M. Butler, J. Allegretti, K. Corrigan, B. Baily, M. Schreiber, and M. Browning (all Deloitte) to discuss the Company's tax basis balance sheet.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with B. Collins, T. Hermanson, B. Sullivan, M. Butler, J. Allegretti, M. Schreiber, B. Baily, M. Browning (all Deloitte), Weil tax team, and Sears tax team to discuss data room documents and status update.	\$850.00	1.8	\$1,530.00
Tzavelis, Elias	Call with B. Sullivan, J. Allegretti, M. Butler, and M. Browning (all Deloitte) to discuss the Company's state tax compliance.	\$850.00	1.1	\$935.00
Tzavelis, Elias	Meeting with B. Sullivan, J. Allegretti, M. Butler, M. Browning (all Deloitte), J. Pollak, E. Fellner, and L. Meerschaert (all Sears) to discuss the Company's state tax compliance.	\$850.00	0.4	\$340.00
Yoo, Peter	Analyze transfer pricing methodology with respect to Sears Management Holding Corporation.	\$850.00	0.6	\$510.00
11/08/2018				
Allegretti, Joe	Review tax attribute model to match up the book liability balances with the deferred amounts provided by the Sears tax team.	\$325.00	1.3	\$422.50
Allegretti, Joe	Review net unrealized built-in gain (loss) calculation with M. Butler (Deloitte).	\$325.00	1.4	\$455.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/08/2018				
Allegretti, Joe	Analyze tax attribute model with M. Butler (Deloitte) to match up the book liability balances with the deferred amounts provided by the Sears tax team.	\$325.00	1.8	\$585.00
Allegretti, Joe	Call with M. Butler, M. Browning, and E. Tzavelis (all Deloitte) to discuss the tax basis balance sheet to be provided to Weil.	\$325.00	0.4	\$130.00
Atwal, Justin	Input B-Basis study adjustments for the Sears basis study.	\$325.00	2.2	\$715.00
Atwal, Justin	Continue to input B-Basis study adjustments for the Sears basis study.	\$325.00	1.4	\$455.00
Atwal, Justin	Bookmark new historical tax returns received for Sears basis study.	\$325.00	2.7	\$877.50
Baily, Brianna	Call with E. Tzavelis, B. Collins, S. Fielding, M. Schreiber, M. Browning (all Deloitte), S. Goldring, M. Hoenig, E. Remijan, and E. Allison (all Weil) to discuss process for providing tax information to data room.	\$595.00	0.7	\$416.50
Baily, Brianna	Revise transaction history document and further research into prior transactions for Sears structure.	\$595.00	1.8	\$1,071.00
Browning, Maria	Update legal organizational chart.	\$450.00	1.9	\$855.00
Browning, Maria	Review Sears transaction history.	\$450.00	2.0	\$900.00
Browning, Maria	Call with E. Tzavelis, B. Collins, S. Fielding, B. Baily, M. Schreiber (all Deloitte), S. Goldring, M. Hoenig, E. Remijan, and E. Allison (all Weil) to discuss process for providing tax information to data room.	\$450.00	0.7	\$315.00
Browning, Maria	Call with E. Tzavelis, B. Collins, and S. Fielding (all Deloitte) to discuss summary tax slides for distribution.	\$450.00	0.8	\$360.00
Browning, Maria	Call with E. Tzavelis and S. Fielding (both Deloitte) to discuss the tax basis balance sheet.	\$450.00	2.6	\$1,170.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/08/2018				
Browning, Maria	Follow-up call with E. Tzavelis and S. Fielding (both Deloitte) to discuss the tax basis balance sheet.	\$450.00	2.4	\$1,080.00
Browning, Maria	Call with J. Allegretti, M. Butler, and E. Tzavelis (all Deloitte) to discuss the tax basis balance sheet to be provided to Weil.	\$450.00	0.4	\$180.00
Butler, Mike	Review debt agreements for guarantor language and securities that support debt for tax treatment of debt analysis.	\$595.00	2.3	\$1,368.50
Butler, Mike	Review prepared statement by Sears Chief Financial Officer to understand historical debt.	\$595.00	2.2	\$1,309.00
Butler, Mike	Analyze tax attribute model with J. Allegretti (Deloitte) to match up the book liability balances with the deferred amounts provided by the Sears tax team.	\$595.00	1.8	\$1,071.00
Butler, Mike	Review net unrealized built-in gain (loss) calculation with J. Allegretti (Deloitte).	\$595.00	1.4	\$833.00
Butler, Mike	Call with J. Allegretti, M. Browning, and E. Tzavelis (all Deloitte) to discuss the tax basis balance sheet to be provided to Weil.	\$595.00	0.4	\$238.00
Collins, Bryan	Revise transaction summary memo.	\$850.00	2.2	\$1,870.00
Collins, Bryan	Call with E. Tzavelis, M. Browning, S. Fielding, B. Baily, M. Schreiber (all Deloitte), S. Goldring, M. Hoenig, E. Remijan, and E. Allison (all Weil) to discuss process for providing tax information to data room.	\$850.00	0.7	\$595.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) to discuss summary tax slides for distribution.	\$850.00	0.8	\$680.00
Collins, Bryan	Review of Sears transaction summary.	\$850.00	2.3	\$1,955.00
Collins, Bryan	Review summary of recent transaction description.	\$850.00	2.5	\$2,125.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/08/2018				
Fielding, Stephen	Follow-up call with E. Tzavelis and M. Browning (both Deloitte) to discuss the tax basis balance sheet.	\$595.00	2.4	\$1,428.00
Fielding, Stephen	Call with E. Tzavelis, B. Collins, and M. Browning (all Deloitte) to discuss summary tax slides for distribution.	\$595.00	0.8	\$476.00
Fielding, Stephen	Review and provide comments on tax basis balance sheet and adjustments.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, B. Collins, B. Baily, M. Schreiber (all Deloitte), S. Goldring, M. Hoenig, E. Remijan, and E. Allison (all Weil) to discuss process for providing tax information to data room.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with E. Tzavelis and M. Browning (both Deloitte) to discuss the tax basis balance sheet.	\$595.00	2.6	\$1,547.00
Forrest, Jonathan	Review revised summary of corporate transactions.	\$975.00	0.7	\$682.50
Hermanson, Tom	Review transaction summary memo.	\$850.00	1.5	\$1,275.00
Hoffman, David	Review stalking horse bid from ESL Investments, Inc. and related implications to required services.	\$850.00	0.4	\$340.00
Hoffman, David	Revise tax plan for incremental modeling work.	\$850.00	1.0	\$850.00
Schreiber, Mendy	Revise summary transaction write-up.	\$450.00	2.8	\$1,260.00
Schreiber, Mendy	Call with E. Tzavelis, M. Browning, B. Collins, B. Baily, S. Fielding (all Deloitte), S. Goldring, M. Hoenig, E. Remijan, and E. Allison (all Weil) to discuss process for providing tax information to data room.	\$450.00	0.7	\$315.00
Stoops, Kenneth	Draft email to B. Sullivan (Deloitte) regarding the Delaware treatment of intercompany interest and expense items for an Affiliated Finance Company.	\$850.00	0.8	\$680.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/08/2018				
Stoops, Kenneth	Research Delaware state tax law regarding the treatment of income and capital gain received by an Affiliated Finance Company.	\$850.00	0.6	\$510.00
Sullivan, Brian	Draft email to E. Tzavelis and B. Collins (both Deloitte) regarding Delaware of income and capital gain received by an Affiliated Finance Company related to the sale of the midterm notes.	\$975.00	0.4	\$390.00
Tzavelis, Elias	Call with B. Collins, S. Fielding, and M. Browning (all Deloitte) to discuss summary tax slides for distribution.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with M. Schreiber, M. Browning, B. Collins, B. Baily, S. Fielding (all Deloitte), S. Goldring, M. Hoenig, E. Remijan, and E. Allison (all Weil) to discuss process for providing tax information to data room.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with J. Allegretti, M. Browning, and M. Butler (all Deloitte) to discuss the tax basis balance sheet to be provided to Weil.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, B. Collins, and M. Browning (all Deloitte) to discuss summary tax slides for distribution.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with S. Fielding and M. Browning (both Deloitte) to discuss the tax basis balance sheet.	\$850.00	2.6	\$2,210.00
Tzavelis, Elias	Follow-up call with S. Fielding and M. Browning (both Deloitte) to discuss the tax basis balance sheet.	\$850.00	2.4	\$2,040.00
11/09/2018				
Allegretti, Joe	Update the tax basis balance sheet tabs to flow through the tax attribute reduction model.	\$325.00	2.1	\$682.50
Atwal, Justin	Continue to bookmark historical tax returns for Sears basis study.	\$325.00	1.1	\$357.50
Atwal, Justin	Update Sears B-Basis analysis for the tax basis study.	\$325.00	2.3	\$747.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/09/2018				
Atwal, Justin	Bookmark historical tax returns for Sears basis study.	\$325.00	2.4	\$780.00
Baily, Brianna	Revise transaction summary comments.	\$595.00	2.6	\$1,547.00
Baily, Brianna	Call with E. Tzavelis, B. Collins, T. Hermanson, S. Fielding, M. Browning (all Deloitte), S. Goldring, M. Hoenig, E. Allison, and E. Remijan (all Weil) to discuss tax summary slides.	\$595.00	1.3	\$773.50
Baily, Brianna	Review transaction summary comments.	\$595.00	2.4	\$1,428.00
Browning, Maria	Update tax summary slides.	\$450.00	3.4	\$1,530.00
Browning, Maria	Weekly call with E. Tzavelis, B. Collins, J. Forrest, T. Hermanson, S. Fielding, M. Butler (all Deloitte), Weil tax team, FTI tax team, and Akin Gump tax team to discuss new tax documents for data room.	\$450.00	0.9	\$405.00
Browning, Maria	Call with E. Tzavelis, B. Collins, T. Hermanson, and S. Fielding (all Deloitte) to discuss tax summary slides.	\$450.00	0.5	\$225.00
Browning, Maria	Call with E. Tzavelis, B. Collins, T. Hermanson, S. Fielding, B. Baily (all Deloitte), S. Goldring, M. Hoenig, E. Allison, and E. Remijan (all Weil) to discuss tax summary slides.	\$450.00	1.3	\$585.00
Browning, Maria	Call with E. Tzavelis, B. Collins, J. Forrest, and S. Fielding (all Deloitte) to discuss tax summary slides.	\$450.00	0.3	\$135.00
Butler, Mike	Weekly call with E. Tzavelis, M. Browning, J. Forrest, T. Hermanson, S. Fielding, B. Collins (all Deloitte), Weil tax team, FTI tax team, and Akin Gump tax team to discuss new tax documents for data room.	\$595.00	0.9	\$535.50
Butler, Mike	Review tax basis balance sheets updated in the tax attribute reduction model.	\$595.00	2.2	\$1,309.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/09/2018				
Butler, Mike	Research IRC section 382(l)(5) qualification and interest hair cut rules for the stalking horse bid.	\$595.00	1.1	\$654.50
Chatten, Colin	Review changes to legal organizational structure chart.	\$325.00	0.4	\$130.00
Collins, Bryan	Call with E. Tzavelis, M. Browning, T. Hermanson, and S. Fielding (all Deloitte) to discuss tax summary slides.	\$850.00	0.5	\$425.00
Collins, Bryan	Call with E. Tzavelis, M. Browning, J. Forrest, and S. Fielding (all Deloitte) to discuss tax summary slides.	\$850.00	0.3	\$255.00
Collins, Bryan	Weekly call with E. Tzavelis, M. Browning, J. Forrest, T. Hermanson, S. Fielding, M. Butler (all Deloitte), Weil tax team, FTI tax team, and Akin Gump tax team to discuss new tax documents for data room.	\$850.00	0.9	\$765.00
Collins, Bryan	Call with E. Tzavelis, B. Baily, T. Hermanson, S. Fielding, M. Browning (all Deloitte), S. Goldring, M. Hoenig, E. Allison, and E. Remijan (all Weil) to discuss tax summary slides.	\$850.00	1.3	\$1,105.00
Fielding, Stephen	Weekly call with E. Tzavelis, M. Browning, J. Forrest, T. Hermanson, B. Collins, M. Butler (all Deloitte), Weil tax team, FTI tax team, and Akin Gump tax team to discuss new tax documents for data room.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with E. Tzavelis, B. Baily, T. Hermanson, B. Collins, M. Browning (all Deloitte), S. Goldring, M. Hoenig, E. Allison, and E. Remijan (all Weil) to discuss tax summary slides.	\$595.00	1.3	\$773.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, T. Hermanson, and B. Collins (all Deloitte) to discuss tax summary slides.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, J. Forrest, and B. Collins (all Deloitte) to discuss tax summary slides.	\$595.00	0.3	\$178.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/09/2018				
Fielding, Stephen	Review and provide comments on Weil transaction summary and tax profile slides.	\$595.00	2.5	\$1,487.50
Fielding, Stephen	Update tax basis balance sheet for deferred adjustments.	\$595.00	2.4	\$1,428.00
Forrest, Jonathan	Weekly call with E. Tzavelis, M. Browning, B. Collins, T. Hermanson, S. Fielding, M. Butler (all Deloitte), Weil tax team, FTI tax team, and Akin Gump tax team to discuss new tax documents for data room.	\$975.00	0.9	\$877.50
Forrest, Jonathan	Call with E. Tzavelis, M. Browning, B. Collins, and S. Fielding (all Deloitte) to discuss tax summary slides.	\$975.00	0.3	\$292.50
Forrest, Jonathan	Review Weil Board of Directors presentation.	\$975.00	0.8	\$780.00
Hermanson, Tom	Call with E. Tzavelis, M. Browning, B. Collins, and S. Fielding (all Deloitte) to discuss tax summary slides.	\$850.00	0.5	\$425.00
Hermanson, Tom	Call with B. Baily, B. Collins, E. Tzavelis, S. Fielding, M. Browning (all Deloitte), S. Goldring, M. Hoenig, E. Allison, and E. Remijan (all Weil) to discuss tax summary slides.	\$850.00	1.3	\$1,105.00
Hermanson, Tom	Discuss transaction summary memo with R. Boyle (Sears).	\$850.00	0.5	\$425.00
Hermanson, Tom	Call with E. Tzavelis, B. Baily, B. Collins, S. Fielding, M. Browning (all Deloitte), S. Goldring, M. Hoenig, E. Allison, and E. Remijan (all Weil) to discuss tax summary slides.	\$850.00	1.3	\$1,105.00
Hermanson, Tom	Weekly call with E. Tzavelis, M. Browning, B. Collins, J. Forrest, S. Fielding, M. Butler (all Deloitte), Weil tax team, FTI tax team, and Akin Gump tax team to discuss new tax documents for data room.	\$850.00	0.9	\$765.00
Hoffman, David	Call with S. Goldring, M. Hoenig, and E. Allisoin (all Weil) regarding tax basis balance sheet.	\$850.00	1.0	\$850.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/09/2018				
Hoffman, David	Prepare for creditor counsel call regarding tax basis balance sheets.	\$850.00	0.5	\$425.00
Huston, Michael	Review additional data with respect to Sears/Kmart transaction to assess the beginning basis Sears Holdings had in Sears Roebuck.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Weekly call with B. Baily, B. Collins, J. Forrest, T. Hermanson, S. Fielding, M. Butler (all Deloitte), Weil tax team, FTI tax team, and Akin Gump tax team to discuss new tax documents for data room.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with B. Baily, B. Collins, T. Hermanson, S. Fielding, M. Browning (all Deloitte), S. Goldring, M. Hoenig, E. Allison, and E. Remijan (all Weil) to discuss tax summary slides.	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Call with M. Browning, B. Collins, J. Forrest, and S. Fielding (all Deloitte) to discuss tax summary slides.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with M. Browning, B. Collins, T. Hermanson, and S. Fielding (all Deloitte) to discuss tax summary slides.	\$850.00	0.5	\$425.00
Yoo, Peter	Review PwC transfer pricing status report and provide comments regarding the same.	\$850.00	2.6	\$2,210.00
11/10/2018				
Baily, Brianna	Revise prior transactions summary.	\$595.00	0.9	\$535.50
Collins, Bryan	Review and provide comments on Weil presentation to the restructuring Committee of the Board of Directors regarding tax issues.	\$850.00	2.8	\$2,380.00
Forrest, Jonathan	Review Board of Directors presentation deck regarding bankruptcy tax issues.	\$975.00	0.6	\$585.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/12/2018				
Allegretti, Joe	Compile and draft email to Sears tax team regarding discussion related to the tax basis balance sheet with M. Butler (Deloitte).	\$325.00	1.4	\$455.00
Allegretti, Joe	Discuss the tax basis balance sheet with M. Butler, S. Fielding, M. Browning, C. Chatten, and K. Corrigan (all Deloitte).	\$325.00	1.1	\$357.50
Allegretti, Joe	Discuss the stock basis workbook and calculations with M. Butler, M. Browning, C. Chatten, S. Fielding, and K. Corrigan (all Deloitte).	\$325.00	0.3	\$97.50
Allegretti, Joe	Discuss the tax basis balance sheet, tax attribute reduction model, interest expense, and stock basis calculations with S. Fielding and M. Butler (both Deloitte).	\$325.00	0.5	\$162.50
Allegretti, Joe	Adjust the net operating losses allocated to the separate entities for historical interest expense deductions with M. Butler (Deloitte).	\$325.00	1.3	\$422.50
Baily, Brianna	Revise prior transactions summary.	\$595.00	4.3	\$2,558.50
Baily, Brianna	Continue to revise prior transactions summary.	\$595.00	4.5	\$2,677.50
Browning, Maria	Continue to research relevant transaction rulings and assess tax effects.	\$450.00	2.1	\$945.00
Browning, Maria	Discuss the stock basis workbook and calculations with M. Butler, J. Allegretti, C. Chatten, S. Fielding, and K. Corrigan (all Deloitte).	\$450.00	0.3	\$135.00
Browning, Maria	Discuss the tax basis balance sheet with M. Butler, S. Fielding, J. Allegretti, C. Chatten, and K. Corrigan (all Deloitte).	\$450.00	1.1	\$495.00
Browning, Maria	Research relevant transaction rulings and assess tax effects.	\$450.00	3.9	\$1,755.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/12/2018				
Butler, Mike	Adjust the net operating losses allocated to the separate entities for historical interest expense deductions with J. Allegretti (Deloitte).	\$595.00	1.3	\$773.50
Butler, Mike	Discuss the tax basis balance sheet, tax attribute reduction model, interest expense, and stock basis calculations with S. Fielding and J. Allegretti (both Deloitte).	\$595.00	0.5	\$297.50
Butler, Mike	Discuss the tax basis balance sheet with J. Allegretti, S. Fielding, M. Browning, C. Chatten, and K. Corrigan (all Deloitte).	\$595.00	1.1	\$654.50
Butler, Mike	Discuss the stock basis workbook and calculations with J. Allegretti, M. Browning, C. Chatten, S. Fielding, and K. Corrigan (all Deloitte).	\$595.00	0.3	\$178.50
Butler, Mike	Compile and draft email to Sears tax team regarding discussion related to the tax basis balance sheet with J. Allegretti (Deloitte).	\$595.00	1.4	\$833.00
Butler, Mike	Review Sears net operating loss allocation schedule and inputs into tax attribute reduction model.	\$595.00	2.1	\$1,249.50
Chatten, Colin	Revise Sears organizational structure chart.	\$325.00	3.7	\$1,202.50
Chatten, Colin	Continue to revise Sears organizational structure chart.	\$325.00	2.9	\$942.50
Chatten, Colin	Discuss the stock basis workbook and calculations with M. Butler, J. Allegretti, M. Browning, S. Fielding, and K. Corrigan (all Deloitte).	\$325.00	0.3	\$97.50
Chatten, Colin	Discuss the tax basis balance sheet with M. Butler, S. Fielding, J. Allegretti, M. Browning, and K. Corrigan (all Deloitte).	\$325.00	1.1	\$357.50
Chen, Kelsey	Scan historical tax returns for stock basis analysis.	\$325.00	5.4	\$1,755.00
Chen, Kelsey	Continue to scan historical tax returns for stock basis analysis.	\$325.00	2.8	\$910.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/12/2018				
Collins, Bryan	Review of Sears transaction summary.	\$850.00	0.7	\$595.00
Corrigan, Kevin	Discussion with M. Huston (Deloitte) regarding tax stock basis analysis.	\$595.00	0.8	\$476.00
Corrigan, Kevin	Update tax stock basis calculations.	\$595.00	2.2	\$1,309.00
Corrigan, Kevin	Discuss the tax basis balance sheet with J. Allegretti, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte).	\$595.00	1.1	\$654.50
Corrigan, Kevin	Discuss the stock basis workbook and calculations with J. Allegretti, M. Browning, C. Chatten, S. Fielding, and M. Butler (all Deloitte).	\$595.00	0.3	\$178.50
Fielding, Stephen	Discuss the tax basis balance sheet with J. Allegretti, K. Corrigan, M. Browning, C. Chatten, and M. Butler (all Deloitte).	\$595.00	1.1	\$654.50
Fielding, Stephen	Research various structuring alternatives for emergence transaction.	\$595.00	2.8	\$1,666.00
Fielding, Stephen	Continue to research various structuring alternatives for emergence transaction.	\$595.00	2.4	\$1,428.00
Fielding, Stephen	Discuss the tax basis balance sheet, tax attribute model, interest expense, and stock basis calculations with M. Butler and J. Allegretti (both Deloitte).	\$595.00	0.5	\$297.50
Fielding, Stephen	Discuss the stock basis workbook and calculations with J. Allegretti, M. Browning, C. Chatten, K. Corrigan, and M. Butler (all Deloitte).	\$595.00	0.3	\$178.50
Forrest, Jonathan	Review memo on summary of recent Sears transactions.	\$975.00	1.1	\$1,072.50
Gandhi, Shivani	Scan historical tax returns for stock basis analysis.	\$325.00	5.2	\$1,690.00
Gandhi, Shivani	Continue to scan historical tax returns for stock basis analysis.	\$325.00	4.1	\$1,332.50
Hermanson, Tom	Discuss transaction summary memo with R. Boyle (Sears).	\$850.00	0.5	\$425.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/12/2018				
Hermanson, Tom	Discuss ASHMC transfer pricing issues and changes with L. Meerschaert (Sears).	\$850.00	1.0	\$850.00
Hoffman, David	Review draft tax basis balance sheets.	\$850.00	0.9	\$765.00
Huston, Michael	Discussion with K. Corrigan (Deloitte) regarding tax stock basis analysis.	\$850.00	0.8	\$680.00
Perez, Cristian	Scan historical tax returns for stock basis analysis.	\$325.00	5.0	\$1,625.00
Perez, Cristian	Continue to scan historical tax returns for stock basis analysis.	\$325.00	4.0	\$1,300.00
Soni, Kumail	Scan historical tax returns for stock basis analysis.	\$325.00	4.9	\$1,592.50
Soni, Kumail	Continue to scan historical tax returns for stock basis analysis.	\$325.00	4.1	\$1,332.50
Tarrant, Steve	Review IRC section 382 memo.	\$850.00	1.0	\$850.00
Wolter, Devin	Scan historical tax returns for stock basis analysis.	\$325.00	5.0	\$1,625.00
Wolter, Devin	Continue to scan historical tax returns for stock basis analysis.	\$325.00	4.0	\$1,300.00
11/13/2018				
Allegretti, Joe	Discuss the tax basis balance sheet and related items with E. Tzavelis, K. Corrigan, M. Browning, S. Fielding, M. Butler (all Deloitte) with L. Meerschaert, D. Meyer and C. Olsen (all Sears).	\$325.00	0.2	\$65.00
Allegretti, Joe	Discuss the intercompany debt and balances with K. Corrigan, E. Tzavelis, M. Browning, S. Fielding, and M. Butler (all Deloitte).	\$325.00	0.8	\$260.00
Allegretti, Joe	Discuss the intercompany debt and balances with K. Corrigan, M. Browning, and M. Butler (all Deloitte).	\$325.00	0.1	\$32.50
Allegretti, Joe	Update the tax basis balance sheet to send to the Sears tax team to review the deferred tax inventory balances with M. Butler (Deloitte).	\$325.00	1.5	\$487.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/13/2018				
Allegretti, Joe	Integrate the preliminary stock basis amounts into the tax attribute reduction model with M. Butler (Deloitte).	\$325.00	1.0	\$325.00
Allegretti, Joe	Discuss the tax status updates with T. Hermanson, K. Corrigan, E. Tzavelis, M. Browning, S. Fielding, and M. Butler (all Deloitte).	\$325.00	0.3	\$97.50
Allegretti, Joe	Discuss the tax basis balance sheet and related items with K. Corrigan, M. Browning, S. Fielding, and M. Butler (all Deloitte) with L. Meerschaert, D. Meyer and C. Olsen (all Sears).	\$325.00	0.6	\$195.00
Atwal, Justin	Prepare inside asset basis as part of the Sears basis study.	\$325.00	3.4	\$1,105.00
Atwal, Justin	Continue to prepare inside asset basis as part of the Sears basis study.	\$325.00	2.4	\$780.00
Baily, Brianna	Revise prior Sears transactions summary.	\$595.00	1.8	\$1,071.00
Browning, Maria	Discuss tax status updates with T. Hermanson, K. Corrigan, E. Tzavelis, S. Fielding, M. Butler, and J. Allegretti (all Deloitte).	\$450.00	0.3	\$135.00
Browning, Maria	Discuss the tax basis balance sheet and related items with K. Corrigan, J. Allegretti, S. Fielding, and M. Butler (all Deloitte) with L. Meerschaert, D. Meyer and C. Olsen (all Sears).	\$450.00	0.6	\$270.00
Browning, Maria	Discuss the intercompany debt and balances with K. Corrigan, J. Allegretti, and M. Butler (all Deloitte).	\$450.00	0.1	\$45.00
Browning, Maria	Discuss the intercompany debt and balances with K. Corrigan, E. Tzavelis, J. Allegretti, S. Fielding, and M. Butler (all Deloitte).	\$450.00	0.8	\$360.00
Browning, Maria	Discuss the tax basis balance sheet and related items with E. Tzavelis, K. Corrigan, J. Allegretti, S. Fielding, M. Butler (all Deloitte) with L. Meerschaert, D. Meyer and C. Olsen (all Sears).	\$450.00	0.2	\$90.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/13/2018				
Browning, Maria	Meeting with E. Tzavelis, T. Hermanson, P. Yoo, S. Fielding, and K. Corrigan (all Deloitte) to discuss transfer pricing.	\$450.00	0.9	\$405.00
Browning, Maria	Meeting with E. Tzavelis, T. Hermanson, S. Fielding, and K. Corrigan (all Deloitte) to discuss transactional history of the company.	\$450.00	2.2	\$990.00
Browning, Maria	Meeting with E. Tzavelis, T. Hermanson, S. Fielding, and K. Corrigan (all Deloitte) to discuss foreign tax credits.	\$450.00	0.3	\$135.00
Butler, Mike	Update the tax basis balance sheet to send to the Sears tax team to review the deferred tax inventory balances with J. Allegretti (Deloitte).	\$595.00	1.5	\$892.50
Butler, Mike	Discuss the intercompany debt and balances with K. Corrigan, E. Tzavelis, J. Allegretti, M. Browning, and S. Fielding (all Deloitte).	\$595.00	0.8	\$476.00
Butler, Mike	Discuss the intercompany debt and balances with K. Corrigan, J. Allegretti, and M. Browning (all Deloitte).	\$595.00	0.1	\$59.50
Butler, Mike	Discuss the tax status updates with T. Hermanson, K. Corrigan, E. Tzavelis, M. Browning, S. Fielding, and J. Allegretti (all Deloitte).	\$595.00	0.3	\$178.50
Butler, Mike	Discuss the tax basis balance sheet and related items with E. Tzavelis, K. Corrigan, M. Browning, S. Fielding, J. Allegretti (all Deloitte) with L. Meerschaert, D. Meyer and C. Olsen (all Sears).	\$595.00	0.2	\$119.00
Butler, Mike	Discuss the tax basis balance sheet and related items with K. Corrigan, M. Browning, S. Fielding, and J. Allegretti (all Deloitte) with L. Meerschaert, D. Meyer and C. Olsen (all Sears).	\$595.00	0.6	\$357.00
Butler, Mike	Integrate the preliminary stock basis amounts into the tax attribute reduction model with J. Allegretti (Deloitte).	\$595.00	1.0	\$595.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/13/2018				
Chatten, Colin	Create organizational structure chart regarding certain prior transactions.	\$325.00	2.8	\$910.00
Chatten, Colin	Research the deductibility of interest expense during a bankruptcy proceeding.	\$325.00	1.0	\$325.00
Collins, Bryan	Review summary of recent transaction of Sears structure.	\$850.00	0.8	\$680.00
Collins, Bryan	Revise transaction summary memo.	\$850.00	0.4	\$340.00
Corrigan, Kevin	Discuss the tax basis balance sheet and related items with J. Allegretti, M. Browning, S. Fielding, and M. Butler (all Deloitte) with L. Meerschaert, D. Meyer and C. Olsen (all Sears).	\$595.00	0.6	\$357.00
Corrigan, Kevin	Meeting with E. Tzavelis, T. Hermanson, S. Fielding, and M. Browning (all Deloitte) to discuss transactional history of the company.	\$595.00	2.2	\$1,309.00
Corrigan, Kevin	Update tax stock basis calculations.	\$595.00	2.4	\$1,428.00
Corrigan, Kevin	Discuss the intercompany debt and balances with M. Butler, J. Allegretti, and M. Browning (all Deloitte).	\$595.00	0.1	\$59.50
Corrigan, Kevin	Discuss the tax status updates with T. Hermanson, J. Allegretti, E. Tzavelis, M. Browning, S. Fielding, and M. Butler (all Deloitte).	\$595.00	0.3	\$178.50
Corrigan, Kevin	Discuss the intercompany debt and balances with J. Allegretti, E. Tzavelis, M. Browning, S. Fielding, and M. Butler (all Deloitte).	\$595.00	0.8	\$476.00
Corrigan, Kevin	Discuss the tax basis balance sheet and related items with E. Tzavelis, J. Allegretti, M. Browning, S. Fielding, M. Butler (all Deloitte) with L. Meerschaert, D. Meyer and C. Olsen (all Sears).	\$595.00	0.2	\$119.00
Corrigan, Kevin	Meeting with E. Tzavelis, M. Browning, T. Hermanson, P. Yoo, and S. Fielding (all Deloitte) to discuss transfer pricing.	\$595.00	0.9	\$535.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/13/2018				
Corrigan, Kevin	Meeting with E. Tzavelis, T. Hermanson, S. Fielding, and M. Browning (all Deloitte) to discuss foreign tax credits.	\$595.00	0.3	\$178.50
Fielding, Stephen	Discuss the tax status updates with T. Hermanson, K. Corrigan, E. Tzavelis, M. Browning, J. Allegretti, and M. Butler (all Deloitte).	\$595.00	0.3	\$178.50
Fielding, Stephen	Meeting with E. Tzavelis, T. Hermanson, M. Browning, and K. Corrigan (all Deloitte) to discuss foreign tax credits.	\$595.00	0.3	\$178.50
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, T. Hermanson, P. Yoo, and K. Corrigan (Deloitte) to discuss transfer pricing.	\$595.00	0.9	\$535.50
Fielding, Stephen	Discuss the tax basis balance sheet and related items with E. Tzavelis, K. Corrigan, M. Browning, J. Allegretti, M. Butler (all Deloitte) with L. Meerschaert, D. Meyer and C. Olsen (all Sears).	\$595.00	0.2	\$119.00
Fielding, Stephen	Discuss the tax basis balance sheet and related items with K. Corrigan, M. Browning, J. Allegretti, and M. Butler (all Deloitte) with L. Meerschaert, D. Meyer and C. Olsen (all Sears).	\$595.00	0.6	\$357.00
Fielding, Stephen	Meeting with E. Tzavelis, T. Hermanson, M. Browning, and K. Corrigan (all Deloitte) to discuss transactional history of the company.	\$595.00	2.2	\$1,309.00
Fielding, Stephen	Discuss the intercompany debt and balances with K. Corrigan, E. Tzavelis, J. Allegretti, M. Browning, and M. Butler (all Deloitte).	\$595.00	0.8	\$476.00
Forrest, Jonathan	Review revised memo on summary of transactions.	\$975.00	0.8	\$780.00
Hermanson, Tom	Meeting with E. Tzavelis, M. Browning, P. Yoo, S. Fielding, and K. Corrigan (Deloitte) to discuss transfer pricing.	\$850.00	0.9	\$765.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/13/2018				
Hermanson, Tom	Discuss the tax status updates with J. Allegretti, K. Corrigan, E. Tzavelis, M. Browning, S. Fielding, and M. Butler (all Deloitte).	\$850.00	0.3	\$255.00
Hermanson, Tom	Meeting with E. Tzavelis, M. Browning, S. Fielding, and K. Corrigan (all Deloitte) to discuss foreign tax credits.	\$850.00	0.3	\$255.00
Hermanson, Tom	Meeting with E. Tzavelis, M. Browning, S. Fielding, and K. Corrigan (all Deloitte) to discuss transactional history of the company.	\$850.00	2.2	\$1,870.00
Hoffman, David	Analyze Sears case tax matters.	\$850.00	0.8	\$680.00
Hospodarsky, Sara	Bookmark historical tax returns for tax basis study.	\$325.00	5.1	\$1,657.50
Schreiber, Mendy	Review summary transaction write-up.	\$450.00	0.5	\$225.00
Tzavelis, Elias	Discuss the intercompany debt and balances with J. Allegretti, K. Corrigan, M. Browning, S. Fielding, and M. Butler (all Deloitte).	\$850.00	0.8	\$680.00
Tzavelis, Elias	Discuss the tax status updates with T. Hermanson, K. Corrigan, J. Allegretti, M. Browning, S. Fielding, and M. Butler (all Deloitte).	\$850.00	0.3	\$255.00
Tzavelis, Elias	Discuss the tax basis balance sheet and related items with K. Corrigan, J. Allegretti, M. Browning, S. Fielding, M. Butler (all Deloitte) with L. Meerschaert, D. Meyer and C. Olsen (all Sears).	\$850.00	0.2	\$170.00
Tzavelis, Elias	Meeting with M. Browning, T. Hermanson, S. Fielding, and K. Corrigan (all Deloitte) to discuss foreign tax credits.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Meeting with M. Browning, T. Hermanson, S. Fielding, and K. Corrigan (all Deloitte) to discuss transactional history of the company.	\$850.00	2.2	\$1,870.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/13/2018				
Tzavelis, Elias	Meeting with M. Browning, T. Hermanson, P. Yoo, S. Fielding, and K. Corrigan (Deloitte) to discuss transfer pricing.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Review preliminary stock basis analysis.	\$850.00	1.6	\$1,360.00
Yoo, Peter	Meeting with E. Tzavelis, M. Browning, T. Hermanson, S. Fielding, and K. Corrigan (Deloitte) to discuss transfer pricing.	\$850.00	0.9	\$765.00
11/14/2018				
Allegretti, Joe	Call with M. Butler (Deloitte) and L. Meerschaert and D. Meyer (both Sears) to discuss tax basis balance sheet.	\$325.00	0.2	\$65.00
Allegretti, Joe	Update the tax basis balance sheet within the tax attribute reduction model.	\$325.00	2.2	\$715.00
Allegretti, Joe	Update the tax basis balance sheet with M. Butler (Deloitte) in connection with the comments from the Sears tax team.	\$325.00	3.0	\$975.00
Allegretti, Joe	Update and link the book balances within the tax basis balance sheet.	\$325.00	1.6	\$520.00
Allegretti, Joe	Discuss the tax attribute reduction model with M. Browning, S. Fielding, M. Butler, E. Tzavelis, and H. Elandary (all Deloitte).	\$325.00	0.5	\$162.50
Allegretti, Joe	Call to follow-up on the discussion of the tax basis balance sheet and the timing of certain deliverables with M. Butler and E. Tzavelis (both Deloitte).	\$325.00	0.1	\$32.50
Atwal, Justin	Bookmark historical tax returns for Sears tax basis study.	\$325.00	0.3	\$97.50
Baily, Brianna	Research pre-1995 successor asset rule.	\$595.00	1.5	\$892.50
Browning, Maria	Discuss the tax attribute reduction model with J. Allegretti, S. Fielding, M. Butler, E. Tzavelis, and H. Elandary (all Deloitte).	\$450.00	0.5	\$225.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
11/14/2018				
Browning, Maria	Call with E. Tzavelis, J. Forrest, and S. Fielding (all Deloitte) to discuss prior Sear transactions.	\$450.00	0.5	\$225.00
Browning, Maria	Meeting with E. Tzavelis and S. Fielding (both Deloitte) to discuss emergence transaction steps.	\$450.00	2.1	\$945.00
Browning, Maria	Meeting with E. Tzavelis and S. Fielding (both Deloitte) to discuss emergence transaction steps.	\$450.00	2.2	\$990.00
Browning, Maria	Meeting with E. Tzavelis and S. Fielding (both Deloitte) to discuss emergence transaction steps.	\$450.00	2.2	\$990.00
Browning, Maria	Research transaction structure steps.	\$450.00	0.8	\$337.50
Butler, Mike	Call with J. Allegretti (Deloitte) and L. Meerschaert and D. Meyer (both Sears) to discuss tax basis balance sheet.	\$595.00	0.2	\$119.00
Butler, Mike	Update the tax basis balance sheet with J. Allegretti (Deloitte) in connection with the comments from the Sears tax team.	\$595.00	3.0	\$1,785.00
Butler, Mike	Discuss the tax attribute reduction model with M. Browning, S. Fielding, J. Allegretti, E. Tzavelis, and H. Elandary (all Deloitte).	\$595.00	0.5	\$297.50
Butler, Mike	Call to follow-up on the discussion of the tax basis balance sheet and the timing of certain deliverables with J. Allegretti and E. Tzavelis (both Deloitte).	\$595.00	0.1	\$59.50
Butler, Mike	Review updates made to tax basis balance sheets.	\$595.00	2.2	\$1,309.00
Butler, Mike	Review tax credit and general business credit inputs in the tax attribute reduction model.	\$595.00	2.9	\$1,725.50
Chatten, Colin	Revise organizational structure chart for certain prior transactions.	\$325.00	2.8	\$910.00
Chatten, Colin	Continue to revise organizational structure chart for certain prior transactions.	\$325.00	2.4	\$780.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
11/14/2018				
Collins, Bryan	Research Homart deferred gain in stock.	\$850.00	1.3	\$1,105.00
Corrigan, Kevin	Incorporate historic stock distributions by Company into tax stock basis calculations.	\$595.00	2.0	\$1,190.00
Corrigan, Kevin	Discussion with M. Huston (Deloitte) regarding Kmart merger impact on tax stock basis analysis	\$595.00	1.1	\$654.50
Corrigan, Kevin	Update tax stock basis calculations.	\$595.00	1.7	\$1,011.50
Elandary, Hannah	Revise tax attribution model.	\$325.00	1.9	\$617.50
Elandary, Hannah	Discuss the tax attribute reduction model with M. Browning, J. Allegretti, M. Butler, E. Tzavelis, and S. Fielding (all Deloitte).	\$325.00	0.5	\$162.50
Elandary, Hannah	Review tax attribution model.	\$325.00	1.1	\$357.50
Fielding, Stephen	Review of historical intercompany transaction memos and write-ups.	\$595.00	1.2	\$714.00
Fielding, Stephen	Continue to review of intercompany transaction memos and write-ups.	\$595.00	0.9	\$535.50
Fielding, Stephen	Meeting with E. Tzavelis and M. Browning (both Deloitte) to discuss emergence transaction steps.	\$595.00	2.1	\$1,249.50
Fielding, Stephen	Meeting with E. Tzavelis and M. Browning (both Deloitte) to discuss emergence transaction steps.	\$595.00	2.2	\$1,309.00
Fielding, Stephen	Meeting with E. Tzavelis and M. Browning (both Deloitte) to discuss emergence transaction steps.	\$595.00	2.2	\$1,309.00
Fielding, Stephen	Call with E. Tzavelis, J. Forrest, and M. Browning (all Deloitte) to discuss prior Sear transactions.	\$595.00	0.5	\$297.50
Fielding, Stephen	Discuss the tax attribute reduction model with M. Browning, J. Allegretti, M. Butler, E. Tzavelis, and H. Elandary (all Deloitte).	\$595.00	0.5	\$297.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) to discuss prior Sear transactions.	\$975.00	0.5	\$487.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/14/2018				
Forrest, Jonathan	Review authorities related to deferred intercompany transactions.	\$975.00	1.4	\$1,365.00
Huston, Michael	Review analysis of change in basis from Orchard and Lands End spin offs.	\$850.00	2.6	\$2,210.00
Huston, Michael	Discussion with K. Corrigan (Deloitte) regarding Kmart merger impact on tax stock basis analysis.	\$850.00	1.1	\$935.00
Tarrant, Steve	Review and edit IRC section 382 memo.	\$850.00	3.0	\$2,550.00
Tzavelis, Elias	Meeting with S. Fielding and M. Browning (both Deloitte) to discuss emergence transaction steps.	\$850.00	2.2	\$1,870.00
Tzavelis, Elias	Discuss the tax attribute reduction model with M. Browning, J. Allegretti, M. Butler, S. Fielding, and H. Elandary (all Deloitte).	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call to follow-up on the discussion of the tax basis balance sheet and the timing of certain deliverables with J. Allegretti and M. Butler (both Deloitte).	\$850.00	0.1	\$85.00
Tzavelis, Elias	Call with J. Forrest, S. Fielding, and M. Browning (all Deloitte) to discuss prior Sear transactions.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Meeting with S. Fielding and M. Browning (both Deloitte) to discuss emergence transaction steps.	\$850.00	2.1	\$1,785.00
Tzavelis, Elias	Meeting with S. Fielding and M. Browning (both Deloitte) to discuss emergence transaction steps.	\$850.00	2.2	\$1,870.00
11/15/2018				
Allegretti, Joe	Update legal entity tax basis balance sheet.	\$325.00	0.2	\$65.00
Allegretti, Joe	Build out the organizational chart in the tax attribute model.	\$325.00	3.0	\$975.00
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss the tax basis balance sheet comments provided by the Sears tax team.	\$325.00	0.3	\$97.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/15/2018				
Allegretti, Joe	Call with E. Tzavelis, K. Schaefer, and S. Fielding (all Deloitte) to discuss updates to the tax attribute reduction model.	\$325.00	0.2	\$65.00
Allegretti, Joe	Call with M. Butler, E. Tzavelis, M. Browning, and S. Fielding (all Deloitte) to discuss the updates to the tax basis balance sheet.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with K. Corrigan (Deloitte) to discuss the recent updates to the tax basis balance sheet.	\$325.00	0.1	\$32.50
Allegretti, Joe	Discuss the Sears tax team's comments within the tax basis balance sheet with M. Butler (Deloitte).	\$325.00	0.3	\$97.50
Allegretti, Joe	Update the tax basis balance sheet.	\$325.00	2.7	\$877.50
Atwal, Justin	Continue to bookmark historical tax returns for Sears basis study.	\$325.00	2.6	\$845.00
Atwal, Justin	Bookmark historical tax returns for Sears basis study.	\$325.00	3.3	\$1,072.50
Baily, Brianna	Research pre-1995 successor asset rule.	\$595.00	3.8	\$2,261.00
Baily, Brianna	Continue to research pre-1995 successor asset rule.	\$595.00	2.4	\$1,428.00
Browning, Maria	Call with M. Butler, E. Tzavelis, M. Browning, and S. Fielding (all Deloitte) to discuss the updates to the tax basis balance sheet.	\$450.00	0.7	\$315.00
Browning, Maria	Call with E. Tzavelis and K. Corrigan (both Deloitte) to discuss stock basis.	\$450.00	0.6	\$270.00
Browning, Maria	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, and M. Schreiber (all Deloitte) to discuss prior transactions of the company.	\$450.00	0.7	\$315.00
Browning, Maria	Update legal organizational chart.	\$450.00	2.6	\$1,170.00
Browning, Maria	Continue to update legal organizational chart.	\$450.00	1.8	\$810.00
Butler, Mike	Review cancellation of debt calculation in tax attribute reduction model.	\$595.00	2.8	\$1,666.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/15/2018				
Butler, Mike	Discuss the Sears tax team's comments within the tax basis balance sheet with J. Allegretti (Deloitte).	\$595.00	0.3	\$178.50
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss the tax basis balance sheet comments provided by the Sears tax team.	\$595.00	0.3	\$178.50
Butler, Mike	Call with J. Allegretti, E. Tzavelis, M. Browning, and S. Fielding (all Deloitte) to discuss the updates to the tax basis balance sheet.	\$595.00	0.7	\$416.50
Collins, Bryan	Call with E. Tzavelis, M. Browning, J. Forrest, S. Fielding, and M. Schreiber (all Deloitte) to discuss prior transactions of the company.	\$850.00	0.7	\$595.00
Collins, Bryan	Review Homart presentation deck regarding restructuring.	\$850.00	2.3	\$1,955.00
Corrigan, Kevin	Update tax stock basis calculations for new tax basis balance sheet data.	\$595.00	2.9	\$1,725.50
Corrigan, Kevin	Call with J. Allegretti (Deloitte) to discuss the recent updates to the tax basis balance sheet.	\$595.00	0.1	\$59.50
Corrigan, Kevin	Call with E. Tzavelis and M. Browning (both Deloitte) to discuss stock basis.	\$595.00	0.6	\$357.00
Corrigan, Kevin	Discussion with M. Huston (Deloitte) regarding review comments on stock basis analysis.	\$595.00	1.0	\$595.00
Corrigan, Kevin	Discussion with M. Huston (Deloitte) regarding transaction history of company and impact on stock basis analysis.	\$595.00	1.2	\$714.00
Elandary, Hannah	Revise tax attribution model.	\$325.00	1.0	\$325.00
Fielding, Stephen	Call with E. Tzavelis, B. Collins, J. Forrest, M. Browning, and M. Schreiber (all Deloitte) to discuss prior transactions of the company.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with M. Butler, E. Tzavelis, M. Browning, and J. Allegretti (all Deloitte) to discuss the updates to the tax basis balance sheet.	\$595.00	0.7	\$416.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/15/2018				
Fielding, Stephen	Call with E. Tzavelis, K. Schaefer, and J. Allegretti (all Deloitte) to discuss updates to the tax attribute reduction model.	\$595.00	0.2	\$119.00
Forrest, Jonathan	Review prior regulations on deferred intercompany transactions.	\$975.00	0.8	\$780.00
Forrest, Jonathan	Call with E. Tzavelis, B. Collins, M. Browning, S. Fielding, and M. Schreiber (all Deloitte) to discuss prior transactions of the company.	\$975.00	0.7	\$682.50
Hospodarsky, Sara	Analyze historical tax returns.	\$325.00	3.4	\$1,105.00
Huston, Michael	Discussion with K. Corrigan (Deloitte) regarding review comments on stock basis analysis.	\$850.00	1.0	\$850.00
Huston, Michael	Review changes to spin-off allocations for basis study.	\$850.00	1.1	\$935.00
Huston, Michael	Discussion with K. Corrigan (Deloitte) regarding transaction history of company and impact on stock basis analysis.	\$850.00	1.2	\$1,020.00
Lowry, Jamie	Prepare memo of findings regarding Clearidge research.	\$595.00	1.6	\$952.00
Lowry, Jamie	Research Clearidge, Atticus and Deutsche to update the draft tax memo.	\$595.00	2.0	\$1,190.00
Lowry, Jamie	Review comments on draft Clearidge tax research memo from S. Tarrant (Deloitte).	\$595.00	2.0	\$1,190.00
Lowry, Jamie	Call with S. Tarrant (Deloitte) to discuss draft of Clearidge tax memo and discuss items that need to be updated.	\$595.00	1.0	\$595.00
Lowry, Jamie	Review affiliations for ESL entities and Fairholme entities.	\$595.00	2.0	\$1,190.00
Moore, Catherine	Review memo of findings regarding Clearidge research.	\$595.00	1.0	\$595.00
Schaefer, Karl	Review tax attribute reduction model.	\$725.00	0.9	\$652.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/15/2018				
Schaefer, Karl	Call with E. Tzavelis, S. Fielding, and J. Allegretti (all Deloitte) to discuss updates to the tax attribute reduction model.	\$725.00	0.2	\$145.00
Schreiber, Mendy	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, and M. Browning (all Deloitte) to discuss prior transactions of the company.	\$450.00	0.7	\$315.00
Tarrant, Steve	Call with J. Lowry (Deloitte) to discuss draft of Clearidge tax memo and discuss items that need to be updated.	\$850.00	1.0	\$850.00
Tarrant, Steve	Review memo of findings regarding Clearidge research.	\$850.00	1.5	\$1,275.00
Tzavelis, Elias	Call with M. Browning and K. Corrigan (both Deloitte) to discuss stock basis.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with M. Browning, B. Collins, J. Forrest, S. Fielding, and M. Schreiber (all Deloitte) to discuss prior transactions of the company.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with K. Schaefer, S. Fielding, and J. Allegretti (all Deloitte) to discuss updates to the tax attribute reduction model.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with M. Butler, J. Allegretti, M. Browning, and S. Fielding (all Deloitte) to discuss the updates to the tax basis balance sheet.	\$850.00	0.7	\$595.00
11/16/2018				
Allegretti, Joe	Review Treasury Regulations related to bankruptcy under Internal Revenue Code 1.1502.	\$325.00	1.1	\$357.50
Allegretti, Joe	Weekly advisor call with E. Tzavelis, J. Forrest, T. Hermanson, D. Hoffman, S. Fielding, M. Butler, B. Baily, M. Schreiber, and M. Browning (Deloitte), FTI tax team, Akin Gump tax team, Weil tax team, and Sears tax team.	\$325.00	0.5	\$162.50
Atwal, Justin	Bookmark historical tax returns for Sears basis study.	\$325.00	2.8	\$910.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/16/2018				
Baily, Brianna	Call with E. Tzavelis, B. Collins, J. Forrest, T. Hermanson, S. Fielding, M. Schreiber, and M. Browning (all Deloitte) to discuss tax agenda topics for weekly advisor call.	\$595.00	0.3	\$178.50
Baily, Brianna	Review tax opinion on prior transaction relating to successor asset rules.	\$595.00	1.5	\$892.50
Baily, Brianna	Weekly advisor call with E. Tzavelis, J. Forrest, T. Hermanson, D. Hoffman, S. Fielding, M. Butler, J. Allegretti, M. Schreiber, and M. Browning (Deloitte), FTI tax team, Akin Gump tax team, Weil tax team, and Sears tax team.	\$595.00	0.5	\$297.50
Browning, Maria	Call with E. Tzavelis, B. Collins, J. Forrest, T. Hermanson, S. Fielding, M. Schreiber, and B. Baily (all Deloitte) to discuss tax agenda topics for weekly advisor call.	\$450.00	0.3	\$135.00
Browning, Maria	Discuss tax basis balance sheet and tax models with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte).	\$450.00	2.5	\$1,125.00
Browning, Maria	Discuss tax basis balance sheet and agenda for upcoming meetings with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte).	\$450.00	0.9	\$405.00
Browning, Maria	Weekly advisor call with E. Tzavelis, J. Forrest, T. Hermanson, D. Hoffman, S. Fielding, M. Butler, B. Baily, M. Schreiber, and J. Allegretti (Deloitte), FTI tax team, Akin Gump tax team, Weil tax team, and Sears tax team.	\$450.00	0.5	\$225.00
Browning, Maria	Update debt information to legal organizational chart.	\$450.00	1.1	\$495.00
Browning, Maria	Call with E. Tzavelis, T. Hermanson, and S. Fielding (all Deloitte) to discuss tax agenda items for weekly advisor call.	\$450.00	0.3	\$135.00
Butler, Mike	Prepare net unrealized built in gain calculation.	\$595.00	2.2	\$1,309.00
Butler, Mike	Review tax attribute reduction model.	\$595.00	2.9	\$1,725.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/16/2018				
Butler, Mike	Weekly advisor call with E. Tzavelis, J. Forrest, T. Hermanson, D. Hoffman, S. Fielding, J. Allegretti, B. Baily, M. Schreiber, and M. Browning (Deloitte), FTI tax team, Akin Gump tax team, Weil tax team, and Sears tax team.	\$595.00	0.5	\$297.50
Chatten, Colin	Prepare tax discussion agenda for upcoming internal Deloitte meeting on Monday 11/19.	\$325.00	1.1	\$357.50
Chatten, Colin	Discuss tax basis balance sheet and agenda for upcoming meetings with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte).	\$325.00	0.9	\$292.50
Chatten, Colin	Discuss tax basis balance sheet and tax models with M. Browning, E. Tzavelis, and S. Fielding (all Deloitte).	\$325.00	2.5	\$812.50
Collins, Bryan	Call with E. Tzavelis, B. Baily, J. Forrest, T. Hermanson, S. Fielding, M. Schreiber, and M. Browning (all Deloitte) to discuss tax agenda topics for weekly advisor call.	\$850.00	0.3	\$255.00
Elandary, Hannah	Create tax attribution model from previous template.	\$325.00	1.9	\$617.50
Fielding, Stephen	Discuss tax basis balance sheet and agenda for upcoming meetings with E. Tzavelis, C. Chaten, and M. Browning (all Deloitte).	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, and T. Hermanson (all Deloitte) to discuss tax agenda items for weekly advisor call.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with E. Tzavelis, B. Baily, B. Collins, J. Forrest, T. Hermanson, M. Schreiber, and M. Browning (all Deloitte) to discuss tax agenda topics for weekly advisor call.	\$595.00	0.3	\$178.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/16/2018				
Fielding, Stephen	Weekly advisor call with E. Tzavelis, J. Forrest, T. Hermanson, D. Hoffman, J. Allegretti, M. Butler, B. Baily, M. Schreiber, and M. Browning (Deloitte), FTI tax team, Akin Gump tax team, Weil tax team, and Sears tax team.	\$595.00	0.5	\$297.50
Fielding, Stephen	Discuss tax basis balance sheet and tax models with M. Browning, E. Tzavelis, and C. Chatten (all Deloitte).	\$595.00	2.5	\$1,487.50
Forrest, Jonathan	Call with E. Tzavelis, B. Baily, B. Collins, T. Hermanson, S. Fielding, M. Schreiber, and M. Browning (all Deloitte) to discuss tax agenda topics for weekly advisor call.	\$975.00	0.3	\$292.50
Forrest, Jonathan	Weekly advisor call with E. Tzavelis, J. Allegretti, T. Hermanson, D. Hoffman, S. Fielding, M. Butler, B. Baily, M. Schreiber, and M. Browning (Deloitte), FTI tax team, Akin Gump tax team, Weil tax team, and Sears tax team.	\$975.00	0.5	\$487.50
Hermanson, Tom	Call with E. Tzavelis, M. Browning, and S. Fielding (all Deloitte) to discuss tax agenda items for weekly advisor call.	\$850.00	0.3	\$255.00
Hermanson, Tom	Call with E. Tzavelis, B. Baily, B. Collins, J. Forrest, S. Fielding, M. Schreiber, and M. Browning (all Deloitte) to discuss tax agenda topics for weekly advisor call.	\$850.00	0.3	\$255.00
Hermanson, Tom	Weekly advisor call with E. Tzavelis, J. Allegretti, J. Forrest, D. Hoffman, S. Fielding, M. Butler, B. Baily, M. Schreiber, and M. Browning (Deloitte), FTI tax team, Akin Gump tax team, Weil tax team, and Sears tax team.	\$850.00	0.5	\$425.00
Hoffman, David	Review modeling enhancements summary and related correspondence.	\$850.00	0.7	\$595.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/16/2018				
Hoffman, David	Weekly advisor call with E. Tzavelis, J. Allegretti, J. Forrest, T. Hermanson, S. Fielding, M. Butler, B. Baily, M. Schreiber, and M. Browning (Deloitte), FTI tax team, Akin Gump tax team, Weil tax team, and Sears tax team.	\$850.00	0.5	\$425.00
Hospodarsky, Sara	Bookmark historical tax returns for Sears basis study.	\$325.00	0.8	\$260.00
Lowry, Jamie	Update Clearidge tax research memo.	\$595.00	0.6	\$357.00
Schreiber, Mendy	Weekly advisor call with E. Tzavelis, J. Forrest, T. Hermanson, D. Hoffman, S. Fielding, M. Butler, B. Baily, J. Allegretti, and M. Browning (Deloitte), FTI tax team, Akin Gump tax team, Weil tax team, and Sears tax team.	\$450.00	0.5	\$225.00
Schreiber, Mendy	Call with E. Tzavelis, B. Baily, B. Collins, J. Forrest, S. Fielding, T. Hermanson, and M. Browning (all Deloitte) to discuss tax agenda topics for weekly advisor call.	\$450.00	0.3	\$135.00
Simulis, Charlie	Research regarding how IRC section 382(l)(5) and (l)(6) may be applicable.	\$850.00	4.2	\$3,570.00
Tarrant, Steve	Update IRC section 382 analysis memo and related 13Gs.	\$850.00	1.5	\$1,275.00
Tzavelis, Elias	Call with M. Browning, T. Hermanson, and S. Fielding (all Deloitte) to discuss tax agenda items for weekly advisor call.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Discuss tax basis balance sheet and agenda for upcoming meetings with S. Fielding, C. Chatten, and M. Browning (all Deloitte).	\$850.00	0.9	\$765.00
Tzavelis, Elias	Discuss tax basis balance sheet and tax models with M. Browning, S. Fielding, and C. Chatten (all Deloitte).	\$850.00	2.5	\$2,125.00
Tzavelis, Elias	Weekly advisor call with J. Allegretti, J. Forrest, T. Hermanson, D. Hoffman, S. Fielding, M. Butler, B. Baily, M. Schreiber, and M. Browning (Deloitte), FTI tax team, Akin Gump tax team, Weil tax team, and Sears tax team.	\$850.00	0.5	\$425.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
11/16/2018				
Tzavelis, Elias	Call with B. Baily, B. Collins, J. Forrest, T. Hermanson, S. Fielding, M. Schreiber, and M. Browning (all Deloitte) to discuss tax agenda topics for weekly advisor call.	\$850.00	0.3	\$255.00
11/17/2018				
Browning, Maria	Update agenda for meeting to discuss tax basis balance sheet.	\$450.00	0.9	\$405.00
Chatten, Colin	Revise tax discussion agenda for upcoming Deloitte internal meeting to discuss tax basis balance sheet.	\$325.00	0.4	\$130.00
Tarrant, Steve	Finalize memo for IRC section 382 analysis.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Review IRC section 382 analysis memorandum.	\$850.00	1.8	\$1,530.00
11/18/2018				
Baily, Brianna	Review IRC section 382 calculation correspondence	\$595.00	0.8	\$476.00
Collins, Bryan	Review IRC section 382 analysis memo.	\$850.00	0.6	\$510.00
Forrest, Jonathan	Review issues related to third party debt acquisition.	\$975.00	0.6	\$585.00
11/19/2018				
Atwal, Justin	Continue to bookmark historical tax returns for Sears basis study.	\$325.00	2.3	\$747.50
Atwal, Justin	Bookmark historical tax returns for Sears basis study.	\$325.00	3.5	\$1,137.50
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Schreiber, M. Browning, and C. Chaten (all Deloitte) to discuss proposed emergence transaction.	\$595.00	0.7	\$416.50
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, S. Fielding, M. Schreiber, M. Browning, and C. Chaten (all Deloitte) to discuss tax basis balance sheet and stock basis estimations.	\$595.00	1.0	\$595.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/19/2018				
Baily, Brianna	Research prior transactions and revise summary documentation based on public filings.	\$595.00	5.2	\$3,094.00
Baily, Brianna	Call with E. Tzavelis, B. Sullivan, B. Collins, J. Forrest, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss proposed emergence transaction.	\$595.00	0.6	\$357.00
Baily, Brianna	Call with E. Tzavelis, B. Sullivan, B. Collins, J. Forrest, S. Fielding, M. Schreiber, M. Browning, C. Chatten (all Deloitte) and Sears tax team to discuss state tax implications of proposed emergence transaction.	\$595.00	0.7	\$416.50
Baily, Brianna	Call with E. Tzavelis, B. Sullivan, B. Collins, J. Forrest, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss tax implications of proposed emergence transaction.	\$595.00	0.6	\$357.00
Baily, Brianna	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Schreiber, M. Browning, C. Chatten (all Deloitte) and S. Goldring (Weil) to discuss federal tax implications of proposed emergence transaction.	\$595.00	0.7	\$416.50
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss debt location and intercompany notes.	\$595.00	0.2	\$119.00
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss legal organizational chart.	\$595.00	0.3	\$178.50
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss potential emergence transactions.	\$595.00	0.9	\$535.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
11/19/2018				
Baily, Brianna	Call with E. Tzavelis, B. Sullivan, B. Collins, S. Fielding, M. Schreiber, M. Browning, C. Chatten (all Deloitte), and Weil and Sears tax teams for final discussions of proposed emergence transaction.	\$595.00	0.4	\$238.00
Browning, Maria	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Schreiber, B. Baily, and C. Chatten (all Deloitte) to discuss proposed emergence transaction.	\$450.00	0.7	\$315.00
Browning, Maria	Meeting with E. Tzavelis, B. Collins, S. Fielding, B. Baily, M. Schreiber, and C. Chatten (all Deloitte) to discuss tax basis balance sheet and stock basis estimations.	\$450.00	1.0	\$450.00
Browning, Maria	Call with E. Tzavelis, B. Sullivan, B. Collins, J. Forrest, S. Fielding, M. Schreiber, B. Baily, C. Chatten (all Deloitte) and Sears tax team to discuss state tax implications of proposed emergence transaction.	\$450.00	0.7	\$315.00
Browning, Maria	Call with E. Tzavelis, B. Sullivan, B. Collins, J. Forrest, S. Fielding, M. Schreiber, B. Baily, and C. Chatten (all Deloitte) to discuss proposed emergence transaction.	\$450.00	0.6	\$270.00
Browning, Maria	Call with E. Tzavelis, B. Sullivan, B. Collins, J. Forrest, S. Fielding, M. Schreiber, B. Baily, and C. Chatten (all Deloitte) to discuss tax implications of proposed emergence transaction.	\$450.00	0.6	\$270.00
Browning, Maria	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Schreiber, B. Baily, and C. Chatten (all Deloitte) to discuss debt location and intercompany notes.	\$450.00	0.2	\$90.00
Browning, Maria	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Schreiber, B. Baily, and C. Chatten (all Deloitte) to discuss legal organizational chart.	\$450.00	0.3	\$135.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
11/19/2018				
Browning, Maria	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Schreiber, B. Baily, C. Chatten (all Deloitte) and S. Goldring (Weil) to discuss federal tax implications of proposed emergence transaction.	\$450.00	0.7	\$315.00
Browning, Maria	Call with E. Tzavelis, B. Sullivan, B. Collins, S. Fielding, M. Schreiber, B. Baily, C. Chatten (all Deloitte), and Weil and Sears tax teams for final discussions of proposed emergence transaction.	\$450.00	0.4	\$180.00
Browning, Maria	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Schreiber, B. Baily, and C. Chatten (all Deloitte) to discuss potential emergence transactions.	\$450.00	0.9	\$405.00
Chatten, Colin	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Schreiber, M. Browning, B. Baily (all Deloitte) and S. Goldring (Weil) to discuss federal tax implications of proposed emergence transaction.	\$325.00	0.7	\$227.50
Chatten, Colin	Call with E. Tzavelis, B. Sullivan, B. Collins, J. Forrest, S. Fielding, M. Schreiber, B. Baily, and M. Browning (all Deloitte) to discuss proposed emergence transaction.	\$325.00	0.6	\$195.00
Chatten, Colin	Call with E. Tzavelis, B. Sullivan, B. Collins, J. Forrest, S. Fielding, M. Schreiber, B. Baily, and M. Browning (all Deloitte) to discuss tax implications of proposed emergence transaction.	\$325.00	0.6	\$195.00
Chatten, Colin	Call with E. Tzavelis, B. Sullivan, B. Collins, S. Fielding, M. Schreiber, M. Browning, B. Baily (all Deloitte), and Weil and Sears tax teams for final discussions of proposed emergence transaction.	\$325.00	0.4	\$130.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/19/2018				
Chatten, Colin	Call with E. Tzavelis, B. Sullivan, B. Collins, J. Forrest, S. Fielding, B. Baily, M. Schreiber, M. Browning (all Deloitte) and Sears tax team to discuss state tax implications of proposed emergence transaction.	\$325.00	0.7	\$227.50
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Schreiber, B. Baily, and M. Browning (all Deloitte) to discuss debt location and intercompany notes.	\$325.00	0.2	\$65.00
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Schreiber, B. Baily, and M. Browning (all Deloitte) to discuss legal organizational chart.	\$325.00	0.3	\$97.50
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Schreiber, B. Baily, and M. Browning (all Deloitte) to discuss potential emergence transactions.	\$325.00	0.9	\$292.50
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Schreiber, B. Baily, and M. Browning (all Deloitte) to discuss proposed emergence transaction.	\$325.00	0.7	\$227.50
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, S. Fielding, B. Baily, M. Schreiber, and M. Browning (all Deloitte) to discuss tax basis balance sheet and stock basis estimations.	\$325.00	1.0	\$325.00
Collins, Bryan	Call with E. Tzavelis, B. Sullivan, B. Baily, J. Forrest, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss tax implications of proposed emergence transaction.	\$850.00	0.6	\$510.00
Collins, Bryan	Call with E. Tzavelis, B. Sullivan, B. Baily, S. Fielding, M. Schreiber, M. Browning, C. Chatten (all Deloitte), and Weil and Sears tax teams for final discussions of proposed emergence transaction.	\$850.00	0.4	\$340.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/19/2018				
Collins, Bryan	Meeting with E. Tzavelis, M. Browning, J. Forrest, S. Fielding, M. Schreiber, B. Baily, and C. Chatten (all Deloitte) to discuss legal organizational chart.	\$850.00	0.3	\$255.00
Collins, Bryan	Meeting with E. Tzavelis, M. Browning, J. Forrest, S. Fielding, M. Schreiber, B. Baily, and C. Chatten (all Deloitte) to discuss proposed emergence transaction.	\$850.00	0.7	\$595.00
Collins, Bryan	Call with E. Tzavelis, B. Sullivan, B. Baily, J. Forrest, S. Fielding, M. Schreiber, M. Browning, C. Chatten (all Deloitte) and Sears tax team to discuss state tax implications of proposed emergence transaction.	\$850.00	0.7	\$595.00
Collins, Bryan	Call with E. Tzavelis, B. Sullivan, B. Baily, J. Forrest, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss proposed emergence transaction.	\$850.00	0.6	\$510.00
Collins, Bryan	Review meeting materials regarding basis, emergence transactions, and prior transactions in preparation of call.	\$850.00	1.1	\$935.00
Collins, Bryan	Meeting with E. Tzavelis, M. Browning, J. Forrest, S. Fielding, M. Schreiber, B. Baily, and C. Chatten (all Deloitte) to discuss potential emergence transactions.	\$850.00	0.9	\$765.00
Collins, Bryan	Call with E. Tzavelis, B. Baily, J. Forrest, S. Fielding, M. Schreiber, M. Browning, C. Chatten (all Deloitte) and S. Goldring (Weil) to discuss federal tax implications of proposed emergence transaction.	\$850.00	0.7	\$595.00
Collins, Bryan	Meeting with E. Tzavelis, M. Browning, S. Fielding, B. Baily, M. Schreiber, and C. Chatten (all Deloitte) to discuss tax basis balance sheet and stock basis estimations.	\$850.00	1.0	\$850.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/19/2018				
Collins, Bryan	Meeting with E. Tzavelis, M. Browning, J. Forrest, S. Fielding, M. Schreiber, B. Baily, and C. Chatten (all Deloitte) to discuss debt location and intercompany notes.	\$850.00	0.2	\$170.00
Corrigan, Kevin	Refine tax stock basis estimations.	\$595.00	1.1	\$654.50
Fielding, Stephen	Call with E. Tzavelis, B. Sullivan, B. Collins, B. Baily, M. Schreiber, M. Browning, C. Chatten (all Deloitte), and Weil and Sears tax teams for final discussions of proposed emergence transaction.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, B. Baily, B. Collins, J. Forrest, M. Schreiber, M. Browning, C. Chatten (all Deloitte) and S. Goldring (Weil) to discuss federal tax implications of proposed emergence transaction.	\$595.00	0.7	\$416.50
Fielding, Stephen	Meeting with E. Tzavelis, B. Collins, M. Browning, B. Baily, M. Schreiber, and C. Chatten (all Deloitte) to discuss tax basis balance sheet and stock basis estimations.	\$595.00	1.0	\$595.00
Fielding, Stephen	Meeting with E. Tzavelis, B. Collins, M. Browning, J. Forrest, M. Schreiber, B. Baily, and C. Chatten (all Deloitte) to discuss debt location and intercompany notes.	\$595.00	0.2	\$119.00
Fielding, Stephen	Call with E. Tzavelis, B. Sullivan, B. Baily, B. Collins, J. Forrest, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss proposed emergence transaction.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with E. Tzavelis, B. Sullivan, B. Baily, B. Collins, J. Forrest, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss tax implications of proposed emergence transaction.	\$595.00	0.6	\$357.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/19/2018				
Fielding, Stephen	Meeting with E. Tzavelis, B. Collins, M. Browning, J. Forrest, M. Schreiber, B. Baily, and C. Chatten (all Deloitte) to discuss legal organizational chart.	\$595.00	0.3	\$178.50
Fielding, Stephen	Meeting with E. Tzavelis, B. Collins, M. Browning, J. Forrest, M. Schreiber, B. Baily, and C. Chatten (all Deloitte) to discuss potential emergence transactions.	\$595.00	0.9	\$535.50
Fielding, Stephen	Meeting with E. Tzavelis, B. Collins, J. Forrest, M. Schreiber, M. Browning, B. Baily, and C. Chatten (all Deloitte) to discuss proposed emergence transaction.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with E. Tzavelis, B. Sullivan, B. Collins, B. Baily, J. Forrest, M. Schreiber, M. Browning, C. Chatten (all Deloitte) and Sears tax team to discuss state tax implications of proposed emergence transaction.	\$595.00	0.7	\$416.50
Forrest, Jonathan	Meeting with E. Tzavelis, B. Collins, M. Browning, S. Fielding, M. Schreiber, B. Baily, and C. Chatten (all Deloitte) to discuss potential emergence transactions.	\$975.00	0.9	\$877.50
Forrest, Jonathan	Meeting with E. Tzavelis, B. Collins, S. Fielding, M. Schreiber, M. Browning, B. Baily, and C. Chatten (all Deloitte) to discuss proposed emergence transaction.	\$975.00	0.7	\$682.50
Forrest, Jonathan	Call with E. Tzavelis, B. Baily, B. Collins, S. Fielding, M. Schreiber, M. Browning, C. Chatten (all Deloitte) and S. Goldring (Weil) to discuss federal tax implications of proposed emergence transaction.	\$975.00	0.7	\$682.50
Forrest, Jonathan	Call with E. Tzavelis, B. Sullivan, B. Baily, B. Collins, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss proposed emergence transaction.	\$975.00	0.6	\$585.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/19/2018				
Forrest, Jonathan	Call with E. Tzavelis, B. Sullivan, B. Baily, B. Collins, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss tax implications of proposed emergence transaction.	\$975.00	0.6	\$585.00
Forrest, Jonathan	Call with E. Tzavelis, B. Sullivan, B. Collins, B. Baily, S. Fielding, M. Schreiber, M. Browning, C. Chatten (all Deloitte) and Sears tax team to discuss state tax implications of proposed emergence transaction.	\$975.00	0.7	\$682.50
Forrest, Jonathan	Meeting with E. Tzavelis, B. Collins, M. Browning, S. Fielding, M. Schreiber, B. Baily, and C. Chatten (all Deloitte) to discuss debt location and intercompany notes.	\$975.00	0.2	\$195.00
Forrest, Jonathan	Meeting with E. Tzavelis, B. Collins, M. Browning, S. Fielding, M. Schreiber, B. Baily, and C. Chatten (all Deloitte) to discuss legal organizational chart.	\$975.00	0.3	\$292.50
Schaefer, Karl	Perform quality assessment of tax attribute model.	\$725.00	0.4	\$290.00
Schaefer, Karl	Update summary calculations in tax attribute reduction model.	\$725.00	0.6	\$435.00
Schaefer, Karl	Make updates to tax attribute reduction model.	\$725.00	2.8	\$2,030.00
Schaefer, Karl	Review updates to tax attribute reduction model.	\$725.00	0.4	\$290.00
Schaefer, Karl	Automate update process of tax attribute reduction model.	\$725.00	2.2	\$1,595.00
Schreiber, Mendy	Meeting with E. Tzavelis, B. Collins, M. Browning, B. Baily, S. Fielding, and C. Chatten (all Deloitte) to discuss tax basis balance sheet and stock basis estimations.	\$450.00	1.0	\$450.00
Schreiber, Mendy	Meeting with E. Tzavelis, B. Collins, M. Browning, J. Forrest, S. Fielding, B. Baily, and C. Chatten (all Deloitte) to discuss debt location and intercompany notes.	\$450.00	0.2	\$90.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/19/2018				
Schreiber, Mendy	Meeting with E. Tzavelis, B. Collins, M. Browning, J. Forrest, S. Fielding, B. Baily, and C. Chatten (all Deloitte) to discuss legal organizational chart.	\$450.00	0.3	\$135.00
Schreiber, Mendy	Meeting with E. Tzavelis, B. Collins, M. Browning, J. Forrest, S. Fielding, B. Baily, and C. Chatten (all Deloitte) to discuss potential emergence transactions.	\$450.00	0.9	\$405.00
Schreiber, Mendy	Call with E. Tzavelis, B. Baily, B. Collins, J. Forrest, S. Fielding, M. Browning, C. Chatten (all Deloitte) and S. Goldring (Weil) to discuss federal tax implications of proposed emergence transaction.	\$450.00	0.7	\$315.00
Schreiber, Mendy	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Browning, B. Baily, and C. Chatten (all Deloitte) to discuss proposed emergence transaction.	\$450.00	0.7	\$315.00
Schreiber, Mendy	Update Sears prior transaction summary.	\$450.00	1.5	\$675.00
Schreiber, Mendy	Call with E. Tzavelis, B. Sullivan, B. Collins, B. Baily, S. Fielding, M. Browning, C. Chatten (all Deloitte), and Weil and Sears tax teams for final discussions of proposed emergence transaction.	\$450.00	0.4	\$180.00
Schreiber, Mendy	Call with E. Tzavelis, B. Sullivan, B. Collins, B. Baily, J. Forrest, S. Fielding, M. Browning, C. Chatten (all Deloitte) and Sears tax team to discuss state tax implications of proposed emergence transaction.	\$450.00	0.7	\$315.00
Schreiber, Mendy	Call with E. Tzavelis, B. Sullivan, B. Baily, B. Collins, J. Forrest, S. Fielding, M. Browning, and C. Chatten (all Deloitte) to discuss proposed emergence transaction.	\$450.00	0.6	\$270.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/19/2018				
Schreiber, Mendy	Call with E. Tzavelis, B. Sullivan, B. Baily, B. Collins, J. Forrest, S. Fielding, M. Browning, and C. Chatten (all Deloitte) to discuss tax implications of proposed emergence transaction.	\$450.00	0.6	\$270.00
Sullivan, Brian	Call with E. Tzavelis, B. Baily, B. Collins, S. Fielding, M. Schreiber, M. Browning, C. Chatten (all Deloitte), and Weil and Sears tax teams for final discussions of proposed emergence transaction.	\$975.00	0.4	\$390.00
Sullivan, Brian	Analyze state tax consequences from sale of MTN notes.	\$975.00	0.7	\$682.50
Sullivan, Brian	Call with E. Tzavelis, B. Baily, B. Collins, J. Forrest, S. Fielding, M. Schreiber, M. Browning, C. Chatten (all Deloitte) and Sears tax team to discuss state tax implications of proposed emergence transaction.	\$975.00	0.7	\$682.50
Sullivan, Brian	Call with E. Tzavelis, B. Baily, B. Collins, J. Forrest, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss proposed emergence transaction.	\$975.00	0.6	\$585.00
Sullivan, Brian	Call with E. Tzavelis, B. Baily, B. Collins, J. Forrest, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss tax implications of proposed emergence transaction.	\$975.00	0.6	\$585.00
Tarrant, Steve	Edit IRC section 382 analysis memo.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with B. Baily, B. Sullivan, B. Collins, S. Fielding, M. Schreiber, M. Browning, C. Chatten (all Deloitte), and Weil and Sears tax teams for final discussions of proposed emergence transaction.	\$850.00	0.4	\$340.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
11/19/2018				
Tzavelis, Elias	Call with B. Baily, B. Collins, J. Forrest, S. Fielding, M. Schreiber, M. Browning, C. Chatten (all Deloitte) and S. Goldring (Weil) to discuss federal tax implications of proposed emergence transaction.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with B. Baily, B. Sullivan, B. Collins, J. Forrest, S. Fielding, M. Schreiber, M. Browning, C. Chatten (all Deloitte) and Sears tax team to discuss state tax implications of proposed emergence transaction.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with B. Baily, B. Sullivan, B. Collins, J. Forrest, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss proposed emergence transaction.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with B. Baily, B. Sullivan, B. Collins, J. Forrest, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss tax implications of proposed emergence transaction.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Meeting with B. Collins, J. Forrest, S. Fielding, B. Baily, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss proposed emergence transaction.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Meeting with B. Baily, B. Collins, J. Forrest, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss debt location and intercompany notes.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Meeting with B. Baily, B. Collins, J. Forrest, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss legal organizational chart.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Meeting with B. Baily, B. Collins, J. Forrest, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss potential emergence transactions.	\$850.00	0.9	\$765.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
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*Tax Restructuring Services*

11/19/2018

Tzavelis, Elias	Meeting with B. Collins, S. Fielding, B. Baily, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss tax basis balance sheet and stock basis estimations.	\$850.00	1.0	\$850.00
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11/20/2018

Allegretti, Joe	Review updated tax attribute reduction model to understand the revisions and new updates.	\$325.00	1.1	\$357.50
Atwal, Justin	Bookmark historical tax returns for Sears basis study.	\$325.00	2.9	\$942.50
Atwal, Justin	Create tiering structure for Sears basis study.	\$325.00	1.5	\$487.50
Atwal, Justin	Continue to bookmark historical tax returns for Sears basis study.	\$325.00	2.8	\$910.00
Baily, Brianna	Review Sears IRC section 382 analysis memo.	\$595.00	1.7	\$1,011.50
Baily, Brianna	Research Sears prior transactions and replace document citations in prior transactions summary with filings.	\$595.00	2.4	\$1,428.00
Baily, Brianna	Call with E. Tzavelis, B. Collins, J. Forrest, S. Tarrant, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss prior IRC section 382 study.	\$595.00	0.7	\$416.50
Baily, Brianna	Call with E. Tzavelis, B. Collins, J. Forrest, M. Huston, S. Fielding, K. Corrigan, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss stock basis estimations.	\$595.00	0.6	\$357.00
Baily, Brianna	Discuss Sears transaction summary with J. Forrest and M. Schreiber (both Deloitte).	\$595.00	0.3	\$178.50
Browning, Maria	Call with E. Tzavelis, B. Collins, J. Forrest, S. Tarrant, S. Fielding, M. Schreiber, B. Baily, and C. Chatten (all Deloitte) to discuss prior IRC section 382 study.	\$450.00	0.7	\$315.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/20/2018				
Browning, Maria	Call with E. Tzavelis, B. Collins, J. Forrest, M. Huston, S. Fielding, K. Corrigan, M. Schreiber, B. Baily, and C. Chatten (all Deloitte) to discuss stock basis estimations.	\$450.00	0.6	\$270.00
Chatten, Colin	Call with E. Tzavelis, B. Collins, J. Forrest, S. Tarrant, S. Fielding, M. Schreiber, M. Browning, and B. Baily (all Deloitte) to discuss prior IRC section 382 study.	\$325.00	0.7	\$227.50
Chatten, Colin	Call with E. Tzavelis, B. Collins, J. Forrest, M. Huston, S. Fielding, K. Corrigan, M. Schreiber, M. Browning, and B. Baily (all Deloitte) to discuss stock basis estimations.	\$325.00	0.6	\$195.00
Collins, Bryan	Call with E. Tzavelis, B. Baily, J. Forrest, S. Tarrant, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss prior IRC section 382 study.	\$850.00	0.7	\$595.00
Collins, Bryan	Call with E. Tzavelis, B. Baily, J. Forrest, M. Huston, S. Fielding, K. Corrigan, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss stock basis estimations.	\$850.00	0.6	\$510.00
Corrigan, Kevin	Call with E. Tzavelis, B. Collins, J. Forrest, M. Huston, S. Fielding, B. Baily, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss stock basis estimations.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with E. Tzavelis, B. Collins, J. Forrest, M. Huston, B. Baily, K. Corrigan, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss stock basis estimations.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with E. Tzavelis, B. Collins, J. Forrest, S. Tarrant, B. Baily, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss prior IRC section 382 study.	\$595.00	0.7	\$416.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/20/2018				
Fielding, Stephen	Update emergence model for debt assumptions.	\$595.00	2.4	\$1,428.00
Forrest, Jonathan	Review stock basis and intercompany estimates.	\$975.00	0.6	\$585.00
Forrest, Jonathan	Call with E. Tzavelis, B. Collins, B. Baily, S. Tarrant, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss prior IRC section 382 study.	\$975.00	0.7	\$682.50
Forrest, Jonathan	Call with E. Tzavelis, B. Collins, B. Baily, M. Huston, S. Fielding, K. Corrigan, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss stock basis estimations.	\$975.00	0.6	\$585.00
Forrest, Jonathan	Discuss Sears transaction summary with B. Baily and M. Schreiber (both Deloitte).	\$975.00	0.3	\$292.50
Forrest, Jonathan	Review IRC section 382 memo.	\$975.00	0.8	\$780.00
Huston, Michael	Call with E. Tzavelis, B. Collins, J. Forrest, B. Baily, S. Fielding, K. Corrigan, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss stock basis estimations.	\$850.00	0.6	\$510.00
Schreiber, Mendy	Call with E. Tzavelis, B. Collins, J. Forrest, S. Tarrant, S. Fielding, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss prior IRC section 382 study.	\$450.00	0.7	\$315.00
Schreiber, Mendy	Call with E. Tzavelis, B. Collins, J. Forrest, M. Huston, S. Fielding, K. Corrigan, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss stock basis estimations.	\$450.00	0.6	\$270.00
Schreiber, Mendy	Discuss Sears transaction summary with J. Forrest and B. Baily (both Deloitte).	\$450.00	0.3	\$135.00
Schreiber, Mendy	Review IRC section 382 memo.	\$450.00	0.7	\$315.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/20/2018				
Simulis, Charlie	Review of Bankruptcy model regarding debt and initial considerations to know whether IRC section 382(l)(5) can apply.	\$850.00	3.8	\$3,230.00
Tarrant, Steve	Call with E. Tzavelis, B. Collins, J. Forrest, B. Baily, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss prior IRC section 382 study.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with B. Baily, B. Collins, J. Forrest, M. Huston, S. Fielding, K. Corrigan, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss stock basis estimations.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with B. Baily, B. Collins, J. Forrest, S. Tarrant, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte) to discuss prior IRC section 382 study.	\$850.00	0.7	\$595.00
11/21/2018				
Atwal, Justin	Create capital changes analysis to deliver to client for Sears basis study.	\$325.00	4.6	\$1,495.00
Atwal, Justin	Continue to create capital changes analysis to deliver to client for Sears basis study.	\$325.00	2.6	\$845.00
Baily, Brianna	Conference call with E. Tzavelis, S. Fielding, and M. Schreiber (all Deloitte) and L. Meerschaert, L. Olsen, R. Boyle (all Sears) to discuss intercompany transactions and debt.	\$595.00	0.8	\$476.00
Baily, Brianna	Review correspondence related to Sears transaction summary document.	\$595.00	0.7	\$416.50
Browning, Maria	Prepare tax workpapers for data room.	\$450.00	1.1	\$495.00
Chatten, Colin	Analyze tax consequences of proposed emergence transaction.	\$325.00	3.2	\$1,040.00
Corrigan, Kevin	Update tax stock basis calculations.	\$595.00	1.0	\$595.00
Corrigan, Kevin	Discussion with M. Huston (Deloitte) regarding updates to stock basis calculations.	\$595.00	0.4	\$238.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
11/21/2018				
Fielding, Stephen	Conference call with E. Tzavelis, B. Baily, and M. Schreiber (all Deloitte) and L. Meerschaert, L. Olsen, R. Boyle (all Sears) to discuss intercompany transactions and debt.	\$595.00	0.8	\$476.00
Huston, Michael	Discussion with K. Corrigan (Deloitte) regarding updates to stock basis calculations.	\$850.00	0.6	\$510.00
Huston, Michael	Review changes to computation of built-in gain or loss related to the public shareholder basis in Sears prior to Kmart merger.	\$850.00	0.7	\$595.00
Schreiber, Mendy	Conference call with E. Tzavelis, S. Fielding, and B. Baily (all Deloitte) and L. Meerschaert, L. Olsen, R. Boyle (all Sears) to discuss intercompany transactions and debt.	\$450.00	0.8	\$360.00
Simulis, Charlie	Review tax model and debt input for analysis under IRC section 382 cancellation of debt income (CODI).	\$850.00	2.0	\$1,700.00
Tzavelis, Elias	Conference call with B. Baily, S. Fielding, and M. Schreiber (all Deloitte) and L. Meerschaert, L. Olsen, R. Boyle (all Sears) to discuss intercompany transactions and debt.	\$850.00	0.8	\$680.00
11/23/2018				
Chatten, Colin	Update legal organizational structure chart and other related documents.	\$325.00	3.4	\$1,105.00
11/26/2018				
Allegretti, Joe	Call with H. Elandary (Deloitte) to discuss formula updates to the organizational chart within the tax attribute reduction model.	\$325.00	0.1	\$32.50
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss next steps with the tax attribute reduction model and the tax basis balance sheet.	\$325.00	0.1	\$32.50
Allegretti, Joe	Update stock basis amounts into the latest version of the tax attribute reduction model.	\$325.00	0.3	\$97.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/26/2018				
Allegretti, Joe	Update organizational chart tab of the latest version of the tax attribute reduction model.	\$325.00	1.0	\$325.00
Allegretti, Joe	Build out the organizational chart within the tax attribute reduction model.	\$325.00	3.0	\$975.00
Allegretti, Joe	Complete organizational chart.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with S. Fielding (Deloitte) to discuss the legal entity tax basis balance sheet.	\$325.00	0.1	\$32.50
Allegretti, Joe	Call with S. Fielding, E. Tzavelis, C. Simulis, M. Butler and M. Browning (all Deloitte) to discuss the updates to the tax attribute reduction model and timing of certain items.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with S. Fielding, E. Tzavelis, C. Simulis, M. Butler, M. Browning, K. Schaefer, and H. Elandary (all Deloitte) to discuss the updates to the tax attribute reduction model.	\$325.00	0.6	\$195.00
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	1.6	\$520.00
Browning, Maria	Call with S. Fielding, E. Tzavelis, C. Simulis, M. Butler, J. Allegretti, K. Schaefer, and H. Elandary (all Deloitte) to discuss the updates to the tax attribute reduction model.	\$450.00	0.6	\$270.00
Browning, Maria	Call with S. Fielding, E. Tzavelis, C. Simulis, M. Butler, and J. Allegretti (all Deloitte) to discuss the updates to the tax attribute reduction model and timing of certain items.	\$450.00	0.4	\$180.00
Butler, Mike	Call with S. Fielding, E. Tzavelis, C. Simulis, J. Allegretti, and M. Browning (all Deloitte) to discuss the updates to the tax attribute reduction model and timing of certain items.	\$595.00	0.4	\$238.00
Butler, Mike	Review scenario of debt being respected as reported in the tax attribute reduction model.	\$595.00	2.9	\$1,725.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/26/2018				
Butler, Mike	Revise net unrealized built in gain calculation in the tax attribute reduction model.	\$595.00	2.2	\$1,309.00
Butler, Mike	Analyze scenario of debt reported at Sears acceptance being treated as occurring at Sears Roebuck.	\$595.00	2.1	\$1,249.50
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss next steps with the tax attribute reduction model and the tax basis balance sheet.	\$595.00	0.1	\$59.50
Butler, Mike	Call with S. Fielding, E. Tzavelis, C. Simulis, J. Allegretti, M. Browning, K. Schaefer, and H. Elandary (all Deloitte) to discuss the updates to the tax attribute reduction model.	\$595.00	0.6	\$357.00
Collins, Bryan	Review tax attribute reduction model.	\$850.00	0.9	\$765.00
Corrigan, Kevin	Update tax stock basis calculations.	\$595.00	1.5	\$892.50
Elandary, Hannah	Revise tax attribution reduction model.	\$325.00	2.1	\$682.50
Elandary, Hannah	Call with J. Allegretti (Deloitte) to discuss formula updates to the organizational chart within the tax attribute reduction model.	\$325.00	0.1	\$32.50
Elandary, Hannah	Call with K. Schaefer (Deloitte) to discuss the updates to the tax attribute reduction model.	\$325.00	0.3	\$97.50
Elandary, Hannah	Call with S. Fielding, E. Tzavelis, C. Simulis, M. Butler, M. Browning, K. Schaefer, and J. Allegretti (all Deloitte) to discuss the updates to the tax attribute reduction model.	\$325.00	0.6	\$195.00
Elandary, Hannah	Review tax attribute reduction model updates with K. Schaefer (Deloitte).	\$325.00	0.3	\$97.50
Espinola, Jonathan	Discuss methodology for sales tax estimate in emergence transaction with C. Newport (Deloitte).	\$595.00	0.2	\$119.00
Espinola, Jonathan	Discuss methodology for state transfer tax estimate in emergence transaction with B. Sullivan (Deloitte).	\$595.00	0.3	\$178.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/26/2018				
Espinola, Jonathan	Discuss methodology for state transfer tax estimate in emergence transaction with Y. Ko (Deloitte).	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with J. Allegretti (Deloitte) to discuss the legal entity tax basis balance sheet.	\$595.00	0.1	\$59.50
Fielding, Stephen	Call with J. Allegretti, E. Tzavelis, C. Simulis, M. Butler, and M. Browning (all Deloitte) to discuss the updates to the tax attribute reduction model and timing of certain items.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with J. Allegretti, E. Tzavelis, C. Simulis, M. Butler, M. Browning, K. Schaefer, and H. Elandary (all Deloitte) to discuss the updates to the tax attribute reduction model.	\$595.00	0.6	\$357.00
Forrest, Jonathan	Consider impact of pledging foreign subsidiary stock.	\$975.00	0.3	\$292.50
Hospodarsky, Sara	Review capital changes for Sears stock basis study.	\$325.00	0.3	\$97.50
Hospodarsky, Sara	Prepare capital change analysis for Sears Stock Basis study from 2005 to 2011.	\$325.00	1.8	\$585.00
Hospodarsky, Sara	Continue capital change analysis for Sears Stock Basis study from 2005 to 2011.	\$325.00	1.4	\$455.00
Ko, Youngbok	Discuss methodology for sales tax estimate in emergence transaction with J. Espinola (Deloitte).	\$450.00	0.3	\$135.00
Ko, Youngbok	Research and prepare tax analysis for no state tax states.	\$450.00	1.2	\$540.00
Ko, Youngbok	Prepare Excel template for state transfer tax analysis.	\$450.00	1.5	\$675.00
Newport, Cathy	Discuss methodology for sales tax estimate in emergence transaction with J. Espinola (Deloitte).	\$725.00	0.2	\$145.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/26/2018				
Schaefer, Karl	Call with S. Fielding, E. Tzavelis, C. Simulis, M. Butler, M. Browning, J. Allegretti, and H. Elandary (all Deloitte) to discuss the updates to the tax attribute reduction model.	\$725.00	0.6	\$435.00
Schaefer, Karl	Call with H. Elandary (Deloitte) to discuss the updates to the tax attribute reduction model.	\$725.00	0.3	\$217.50
Schaefer, Karl	Review tax attribute reduction model updates with H. Elandary (Deloitte).	\$725.00	0.3	\$217.50
Simulis, Charlie	Call with S. Fielding, E. Tzavelis, J. Allegretti, M. Butler, and M. Browning (all Deloitte) to discuss the updates to the tax attribute reduction model and timing of certain items.	\$850.00	0.4	\$340.00
Simulis, Charlie	Call with S. Fielding, E. Tzavelis, J. Allegretti, M. Butler, M. Browning, K. Schaefer, and H. Elandary (all Deloitte) to discuss the updates to the tax attribute reduction model.	\$850.00	0.6	\$510.00
Sullivan, Brian	Discuss methodology for state transfer tax estimate in emergence transaction with J. Espinola (Deloitte).	\$975.00	0.3	\$292.50
Tzavelis, Elias	Review tax attribute reduction model and debt allocation.	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Call with S. Fielding, J. Allegretti, C. Simulis, M. Butler, and M. Browning (all Deloitte) to discuss the updates to the tax attribute reduction model and timing of certain items.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, J. Allegretti, C. Simulis, M. Butler, M. Browning, K. Schaefer, and H. Elandary (all Deloitte) to discuss the updates to the tax attribute reduction model.	\$850.00	0.6	\$510.00
11/27/2018				
Allegretti, Joe	Meeting with M. Butler, K. Schaefer, and H. Elandary (all Deloitte) to discuss the mechanics and functionality of the tax attribute reduction model.	\$325.00	1.1	\$357.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
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*Tax Restructuring Services*

11/27/2018

Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss certain updates and scenarios within the tax attribute reduction model.	\$325.00	1.9	\$617.50
Allegretti, Joe	Review the updates made to the tax attribution model on the organizational chart tab.	\$325.00	1.1	\$357.50
Allegretti, Joe	Update latest version of the organizational chart.	\$325.00	3.0	\$975.00
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	2.9	\$942.50
Atwal, Justin	Continue to input tax data for Sears basis study.	\$325.00	1.6	\$520.00
Baily, Brianna	Review revised prior transaction summary.	\$595.00	0.8	\$476.00
Baily, Brianna	Call with E. Tzavelis, B. Collins, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte), and Sears tax team to discuss timing and availability of certain tax documents.	\$595.00	1.0	\$595.00
Baily, Brianna	Review correspondence related to prior transaction summary.	\$595.00	1.3	\$773.50
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) to discuss store closures.	\$450.00	0.8	\$360.00
Browning, Maria	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Schreiber, and C. Chatten (all Deloitte) to discuss related items after tax status update call with Weil.	\$450.00	0.3	\$135.00
Browning, Maria	Call with E. Tzavelis, B. Collins, S. Fielding, M. Schreiber, B. Baily, and C. Chatten (all Deloitte), and Sears tax team to discuss timing and availability of certain tax documents.	\$450.00	1.0	\$450.00
Browning, Maria	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Schreiber, C. Chatten (all Deloitte) and Weil tax team to discuss tax status updates of certain outstanding items.	\$450.00	1.3	\$585.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/27/2018				
Browning, Maria	Call with E. Tzavelis, B. Sullivan, J. Espinola, S. Fielding, and C. Chatten (all Deloitte) to discuss state transfer tax implications of potential emergence transactions.	\$450.00	0.6	\$270.00
Butler, Mike	Review of moving debt scenario in the U.S. federal tax attribute reduction model.	\$595.00	2.9	\$1,725.50
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss certain updates and scenarios within the tax attribute reduction model.	\$595.00	1.9	\$1,130.50
Butler, Mike	Meeting with J. Allegretti, K. Schaefer, and H. Elandary (all Deloitte) to discuss the mechanics and functionality of the tax attribute reduction model.	\$595.00	1.1	\$654.50
Butler, Mike	Review cancellation of debt income calculation under the two scenarios in the tax attribute reduction model.	\$595.00	2.3	\$1,368.50
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) to discuss store closures.	\$325.00	0.8	\$260.00
Chatten, Colin	Call with E. Tzavelis, B. Sullivan, J. Espinola, S. Fielding, and M. Browning (all Deloitte) to discuss state transfer tax implications of potential emergence transactions.	\$325.00	0.6	\$195.00
Chatten, Colin	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Schreiber, M. Browning (all Deloitte) and Weil tax team to discuss tax status updates of certain outstanding items.	\$325.00	1.3	\$422.50
Chatten, Colin	Call with E. Tzavelis, B. Collins, S. Fielding, M. Schreiber, M. Browning, and B. Baily (all Deloitte), and Sears tax team to discuss timing and availability of certain tax documents.	\$325.00	1.0	\$325.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/27/2018				
Chatten, Colin	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Schreiber, and M. Browning (all Deloitte) to discuss related items after tax status update call with Weil.	\$325.00	0.3	\$97.50
Chatten, Colin	Update legal/tax organizational structure chart to reflect store ownership by legal/tax entity.	\$325.00	4.7	\$1,527.50
Collins, Bryan	Review tax model of bankruptcy tax results.	\$850.00	1.4	\$1,190.00
Collins, Bryan	Call with E. Tzavelis, M. Browning, J. Forrest, S. Fielding, M. Schreiber, C. Chatten (all Deloitte) and Weil tax team to discuss tax status updates of certain outstanding items.	\$850.00	1.3	\$1,105.00
Collins, Bryan	Call with E. Tzavelis, M. Browning, J. Forrest, S. Fielding, M. Schreiber, and C. Chatten (all Deloitte) to discuss related items after tax status update call with Weil.	\$850.00	0.3	\$255.00
Collins, Bryan	Call with E. Tzavelis, B. Baily, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte), and Sears tax team to discuss timing and availability of certain tax documents.	\$850.00	1.0	\$850.00
Elandary, Hannah	Meeting with M. Butler, K. Schaefer, and J. Allegretti (all Deloitte) to discuss the mechanics and functionality of the tax attribute reduction model.	\$325.00	1.1	\$357.50
Espinola, Jonathan	Analyze methodology for state transfer tax in emergence transaction.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Call with E. Tzavelis, B. Sullivan, M. Browning, S. Fielding, and C. Chatten (all Deloitte) to discuss state transfer tax implications of potential emergence transactions.	\$595.00	0.6	\$357.00
Espinola, Jonathan	Draft information request pertaining to state transfer tax and sales and use tax consequences related to an emergence transaction.	\$595.00	0.2	\$119.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/27/2018				
Espinola, Jonathan	Call with Y. Ko (Deloitte) regarding state transfer tax methodology and analysis pertaining to emergence transaction.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review client provided detail regarding store locations as it pertains to state transfer tax analysis and prepare draft analysis template.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, B. Collins, B. Baily, M. Schreiber, M. Browning, and C. Chatten (all Deloitte), and Sears tax team to discuss timing and availability of certain tax documents.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with E. Tzavelis, B. Collins, J. Forrest, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss related items after tax status update call with Weil.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with E. Tzavelis, B. Sullivan, M. Browning, J. Espinola, and C. Chatten (all Deloitte) to discuss state transfer tax implications of potential emergence transactions.	\$595.00	0.6	\$357.00
Fielding, Stephen	Review and update tax attribute reduction model.	\$595.00	2.7	\$1,606.50
Fielding, Stephen	Review and provide comments on tax basis balance sheet by legal entity.	\$595.00	1.8	\$1,071.00
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) to discuss store closures.	\$595.00	0.8	\$476.00
Fielding, Stephen	Call with E. Tzavelis, B. Collins, J. Forrest, M. Browning, M. Schreiber, C. Chatten (all Deloitte) and Weil tax team to discuss tax status updates of certain outstanding items.	\$595.00	1.3	\$773.50
Forrest, Jonathan	Call with E. Tzavelis, B. Collins, M. Browning, S. Fielding, M. Schreiber, and C. Chatten (all Deloitte) to discuss related items after tax status update call with Weil.	\$975.00	0.3	\$292.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/27/2018				
Forrest, Jonathan	Call with E. Tzavelis, B. Collins, M. Browning, S. Fielding, M. Schreiber, C. Chatten (all Deloitte) and Weil tax team to discuss tax status updates of certain outstanding items.	\$975.00	1.3	\$1,267.50
Forrest, Jonathan	Review issues related to intercompany debt.	\$975.00	0.6	\$585.00
Hoffman, David	Review tax attribute reduction model.	\$850.00	1.1	\$935.00
Hospodarsky, Sara	Create capital change analysis for Sears stock basis study for 2005 to 2011.	\$325.00	2.1	\$682.50
Hospodarsky, Sara	Add Schedule L support to Sears stock basis study capital change analysis document for years 1984 to the short period ending 2005.	\$325.00	2.6	\$845.00
Hospodarsky, Sara	Work on Sears stock basis study capital change analysis for 1984 to 2005.	\$325.00	2.2	\$715.00
Hospodarsky, Sara	Continue to create capital changes analysis for Sears stock basis study from 2005 to 2011.	\$325.00	2.9	\$942.50
Ko, Youngbok	Call with J. Espinola (Deloitte) regarding state transfer tax methodology and analysis pertaining to emergence transaction.	\$450.00	0.4	\$180.00
Ko, Youngbok	Research and prepare state tax analysis for Alabama.	\$450.00	0.9	\$405.00
Ko, Youngbok	Research and prepare state tax analysis for California.	\$450.00	0.6	\$270.00
Ko, Youngbok	Research and prepare state tax analysis for Connecticut.	\$450.00	1.0	\$450.00
Ko, Youngbok	Research and prepare state tax analysis for Florida.	\$450.00	0.9	\$405.00
Ko, Youngbok	Research and prepare state tax analysis for Georgia.	\$450.00	0.6	\$270.00
Omar, Fatin	Call with B. Sullivan (Deloitte) to discuss state transfer tax implications of potential emergence transactions.	\$725.00	0.2	\$145.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/27/2018				
Schaefer, Karl	Document next steps on tax attribute reduction model.	\$725.00	0.2	\$145.00
Schaefer, Karl	Meeting with M. Butler, J. Allegretti, and H. Elandary (all Deloitte) to discuss the mechanics and functionality of the tax attribute reduction model.	\$725.00	1.1	\$797.50
Schreiber, Mendy	Call with E. Tzavelis, B. Collins, S. Fielding, B. Baily, M. Browning, and C. Chatten (all Deloitte), and Sears tax team to discuss timing and availability of certain tax documents.	\$450.00	1.0	\$450.00
Schreiber, Mendy	Call with E. Tzavelis, B. Collins, J. Forrest, M. Browning, S. Fielding, C. Chatten (all Deloitte) and Weil tax team to discuss tax status updates of certain outstanding items.	\$450.00	1.3	\$585.00
Schreiber, Mendy	Call with E. Tzavelis, B. Collins, J. Forrest, M. Browning, S. Fielding, and C. Chatten (all Deloitte) to discuss related items after tax status update call with Weil.	\$450.00	0.3	\$135.00
Sullivan, Brian	Call with F. Omar (Deloitte) to discuss state transfer tax implications of potential emergence transactions.	\$975.00	0.2	\$195.00
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, M. Browning, J. Espinola, and C. Chatten (all Deloitte) to discuss state transfer tax implications of potential emergence transactions.	\$975.00	0.6	\$585.00
Tarrant, Steve	Review Sears IRC section 382 analysis model in order to assign for preparation.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Meeting with M. Browning, S. Fielding, and C. Chatten (all Deloitte) to discuss store closures.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with B. Baily, B. Collins, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte), and Sears tax team to discuss timing and availability of certain tax documents.	\$850.00	1.0	\$850.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/27/2018				
Tzavelis, Elias	Call with M. Browning, B. Collins, J. Forrest, S. Fielding, M. Schreiber, and C. Chatten (all Deloitte) to discuss follow-up items after tax status update call with Weil.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with M. Browning, B. Collins, J. Forrest, S. Fielding, M. Schreiber, C. Chatten (all Deloitte) and Weil tax team to discuss tax status updates of certain outstanding items.	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Call with B. Sullivan, S. Fielding, M. Browning, J. Espinola, and C. Chatten (all Deloitte) to discuss state transfer tax implications of potential emergence transactions.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Research potential qualification of emergence transaction.	\$850.00	0.8	\$680.00
11/28/2018				
Allegretti, Joe	Call with E. Tzavelis, D. Hoffman, B. Collins, J. Forrest, C. Simulis, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$325.00	1.0	\$325.00
Allegretti, Joe	Update the tax attribute reduction model for an additional scenario.	\$325.00	2.4	\$780.00
Allegretti, Joe	Update formulas within the tax attribute reduction model.	\$325.00	1.1	\$357.50
Allegretti, Joe	Meeting with M. Butler (Deloitte) to update the tax attribute reduction model for different scenarios.	\$325.00	3.4	\$1,105.00
Allegretti, Joe	Call with E. Tzavelis, B. Collins, J. Forrest, M. Huston, S. Fielding, K. Corrigan, B. Baily, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss stock basis study.	\$325.00	1.0	\$325.00
Allegretti, Joe	Call with E. Tzavelis, B. Collins, S. Fielding, K. Corrigan, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss stock basis study.	\$325.00	0.6	\$195.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/28/2018				
Allegretti, Joe	Call with M. Butler, E. Tzavelis, and S. Fielding (all Deloitte) to discuss the tax topics of discussion for internal team call.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Butler, M. Browning, and C. Chatten (all Deloitte) to discuss tax attribute reduction.	\$325.00	1.1	\$357.50
Atwal, Justin	Continue to input tax data for Sears basis study.	\$325.00	4.5	\$1,462.50
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	4.5	\$1,462.50
Baily, Brianna	Call with E. Tzavelis, D. Hoffman, B. Collins, J. Forrest, C. Simulis, S. Fielding, M. Butler, J. Allegretti, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$595.00	1.0	\$595.00
Baily, Brianna	Review changes to transaction summary and revise.	\$595.00	1.8	\$1,071.00
Baily, Brianna	Call with E. Tzavelis, B. Collins, J. Forrest, M. Huston, S. Fielding, K. Corrigan, J. Allegretti, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss stock basis study.	\$595.00	1.0	\$595.00
Browning, Maria	Call with E. Tzavelis, B. Collins, J. Forrest, M. Huston, S. Fielding, K. Corrigan, B. Baily, J. Allegretti, M. Schreiber, and C. Chatten (all Deloitte) to discuss stock basis study.	\$450.00	1.0	\$450.00
Browning, Maria	Call with E. Tzavelis, B. Collins, S. Fielding, K. Corrigan, J. Allegretti, M. Schreiber, and C. Chatten (all Deloitte) to discuss stock basis study.	\$450.00	0.6	\$270.00
Browning, Maria	Call with E. Tzavelis, D. Hoffman, B. Collins, J. Forrest, C. Simulis, S. Fielding, M. Butler, B. Baily, J. Allegretti, M. Schreiber, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$450.00	1.0	\$450.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/28/2018				
Browning, Maria	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute reduction model.	\$450.00	1.1	\$495.00
Browning, Maria	Analyze Sears debt terms.	\$450.00	1.7	\$765.00
Browning, Maria	Continue to analyze Sears debt terms.	\$450.00	1.9	\$855.00
Browning, Maria	Meeting with C. Chatten (Deloitte) to discuss store ownership by legal entity.	\$450.00	0.5	\$225.00
Butler, Mike	Research treatment of excess loss accounts in subsidiaries when cancellation of debt income is recognized.	\$595.00	1.2	\$714.00
Butler, Mike	Call with E. Tzavelis, D. Hoffman, B. Collins, J. Forrest, C. Simulis, S. Fielding, J. Allegretti, B. Baily, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$595.00	1.0	\$595.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute reduction model.	\$595.00	1.1	\$654.50
Butler, Mike	Meeting with J. Allegretti (Deloitte) to update the tax attribute reduction model for different scenarios.	\$595.00	3.4	\$2,023.00
Butler, Mike	Create building in scenario of merging Sears Holdings and Sears Acceptance into tax attribute reduction model.	\$595.00	0.3	\$178.50
Butler, Mike	Call with J. Allegretti, E. Tzavelis, and S. Fielding (all Deloitte) to discuss the tax topics of discussion for internal team call.	\$595.00	0.4	\$238.00
Chatten, Colin	Meeting with M. Browning (Deloitte) to discuss store ownership by legal entity.	\$325.00	0.5	\$162.50
Chatten, Colin	Call with E. Tzavelis, J. Allegretti, J. Forrest, M. Huston, S. Fielding, K. Corrigan, B. Baily, M. Browning, M. Schreiber, and B. Collins (all Deloitte) to discuss stock basis study.	\$325.00	1.0	\$325.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/28/2018				
Chatten, Colin	Call with E. Tzavelis, B. Collins, S. Fielding, K. Corrigan, J. Allegretti, M. Schreiber, and M. Browning (all Deloitte) to discuss stock basis study.	\$325.00	0.6	\$195.00
Chatten, Colin	Call with E. Tzavelis, D. Hoffman, B. Collins, J. Forrest, C. Simulis, S. Fielding, M. Butler, B. Baily, J. Allegretti, M. Schreiber, and M. Browning (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$325.00	1.0	\$325.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, and M. Butler (all Deloitte) to discuss tax attribute reduction model.	\$325.00	1.1	\$357.50
Chatten, Colin	Update organizational structure chart to reflect recent changes to store ownership by legal/tax entity.	\$325.00	2.3	\$747.50
Collins, Bryan	Call with E. Tzavelis, J. Allegretti, S. Fielding, K. Corrigan, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss stock basis study.	\$850.00	0.6	\$510.00
Collins, Bryan	Call with E. Tzavelis, D. Hoffman, J. Allegretti, J. Forrest, C. Simulis, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$850.00	1.0	\$850.00
Collins, Bryan	Call with E. Tzavelis, J. Allegretti, J. Forrest, M. Huston, S. Fielding, K. Corrigan, B. Baily, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss stock basis study.	\$850.00	1.0	\$850.00
Collins, Bryan	Review bankruptcy tax model.	\$850.00	0.9	\$765.00
Corrigan, Kevin	Call with E. Tzavelis, B. Collins, S. Fielding, J. Allegretti, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss stock basis study.	\$595.00	0.6	\$357.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
11/28/2018				
Corrigan, Kevin	Call with E. Tzavelis, B. Collins, J. Forrest, M. Huston, S. Fielding, J. Allegretti, B. Baily, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss stock basis study.	\$595.00	1.0	\$595.00
Espinola, Jonathan	Review state transfer tax research and applicable rate calculations for Wisconsin.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Prepare state income tax model to estimate state income tax consequences resulting from potential emergence transaction.	\$595.00	2.3	\$1,368.50
Espinola, Jonathan	Review state transfer tax research and applicable rate calculations for Pennsylvania.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review state transfer tax research and applicable rate calculations for South Carolina.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review state transfer tax research and applicable rate calculations for Tennessee.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review state transfer tax research and applicable rate calculations for Virginia.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review state transfer tax research and applicable rate calculations for Washington.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review state transfer tax research and applicable rate calculations for West Virginia.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review state transfer tax research and applicable rate calculations for New Mexico.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review state transfer tax and applicable rate calculations for Texas.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review state transfer tax research and applicable rate calculations for New York.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review state transfer tax research and applicable rate calculations for Ohio.	\$595.00	0.4	\$238.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/28/2018				
Fielding, Stephen	Call with M. Butler, E. Tzavelis, and J. Allegretti (all Deloitte) to discuss the tax topics of discussion for internal team call.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, J. Allegretti, M. Butler, M. Browning, and C. Chatten (all Deloitte) to discuss tax attribute reduction model.	\$595.00	1.1	\$654.50
Fielding, Stephen	Call with E. Tzavelis, J. Allegretti, B. Collins, J. Forrest, C. Simulis, D. Hoffman, M. Butler, B. Baily, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with E. Tzavelis, B. Collins, J. Forrest, M. Huston, J. Allegretti, K. Corrigan, B. Baily, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss stock basis study.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with E. Tzavelis, B. Collins, J. Allegretti, K. Corrigan, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss stock basis study.	\$595.00	0.6	\$357.00
Forrest, Jonathan	Review debt restructuring alternatives.	\$975.00	1.6	\$1,560.00
Forrest, Jonathan	Call with E. Tzavelis, D. Hoffman, B. Collins, J. Allegretti, C. Simulis, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$975.00	1.0	\$975.00
Forrest, Jonathan	Call with E. Tzavelis, B. Collins, S. Fielding, M. Huston, J. Allegretti, K. Corrigan, B. Baily, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss stock basis study.	\$975.00	1.0	\$975.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/28/2018				
Hoffman, David	Call with E. Tzavelis, J. Allegretti, B. Collins, J. Forrest, C. Simulis, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$850.00	1.0	\$850.00
Hoffman, David	Review updates to Sears tax modeling work.	\$850.00	0.3	\$255.00
Hospodarsky, Sara	Research input numbers for important entities pre 2005 for the Sears stock basis study capital changes analysis.	\$325.00	2.5	\$812.50
Hospodarsky, Sara	Update capital changes analysis for Sears stock basis study in earlier years.	\$325.00	3.7	\$1,202.50
Hospodarsky, Sara	Continue to create capital changes analysis for Sears stock basis study for the early historical years.	\$325.00	2.8	\$910.00
Huston, Michael	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, J. Allegretti, K. Corrigan, B. Baily, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss stock basis study.	\$850.00	1.0	\$850.00
Ko, Youngbok	Research and prepare state tax analysis for Ohio.	\$450.00	1.2	\$540.00
Ko, Youngbok	Research and prepare state tax analysis for Tennessee.	\$450.00	1.4	\$630.00
Ko, Youngbok	Research and prepare state tax analysis for Virginia.	\$450.00	1.1	\$495.00
Ko, Youngbok	Research and prepare state tax analysis for Kentucky.	\$450.00	1.5	\$675.00
Ko, Youngbok	Research and prepare state tax analysis for North Carolina.	\$450.00	1.0	\$450.00
Ko, Youngbok	Research and prepare state tax analysis for South Carolina.	\$450.00	1.3	\$585.00
Omar, Fatin	Prepare state real property transfer tax analysis.	\$725.00	0.5	\$362.50
Paxton, Michael	Meeting with B. Sullivan (Deloitte) to discuss state income tax implications of potential emergence transactions.	\$725.00	0.3	\$217.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/28/2018				
Schreiber, Mendy	Call with E. Tzavelis, B. Collins, S. Fielding, K. Corrigan, J. Allegretti, M. Browning, and C. Chatten (all Deloitte) to discuss stock basis study.	\$450.00	0.6	\$270.00
Schreiber, Mendy	Call with J. Allegretti, B. Collins, J. Forrest, M. Huston, S. Fielding, K. Corrigan, B. Baily, M. Browning, E. Tzavelis, and C. Chatten (all Deloitte) to discuss stock basis study.	\$450.00	1.0	\$450.00
Schreiber, Mendy	Call with E. Tzavelis, D. Hoffman, B. Collins, J. Forrest, C. Simulis, S. Fielding, M. Butler, B. Baily, J. Allegretti, M. Browning, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$450.00	1.0	\$450.00
Simulis, Charlie	Call with E. Tzavelis, D. Hoffman, B. Collins, J. Allegretti, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$850.00	1.0	\$850.00
Sullivan, Brian	Meeting with M. Paxton (Deloitte) to discuss state income tax implications of potential emergence transactions.	\$975.00	0.3	\$292.50
Tzavelis, Elias	Call with J. Allegretti, D. Hoffman, B. Collins, J. Forrest, C. Simulis, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with J. Allegretti, B. Collins, J. Forrest, M. Huston, S. Fielding, K. Corrigan, B. Baily, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss stock basis study.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with J. Allegretti, B. Collins, S. Fielding, K. Corrigan, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss stock basis study.	\$850.00	0.6	\$510.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/28/2018				
Tzavelis, Elias	Call with J. Allegretti, S. Fielding, M. Butler, M. Browning, and C. Chatten (all Deloitte) to discuss tax attribute reduction model.	\$850.00	1.1	\$935.00
Tzavelis, Elias	Call with M. Butler, S. Fielding, and J. Allegretti (all Deloitte) to discuss the tax topics of discussion for internal team call.	\$850.00	0.4	\$340.00
11/29/2018				
Allegretti, Joe	Meeting with M. Butler (Deloitte) to walk through the updates to the tax attribute reduction model.	\$325.00	1.2	\$390.00
Allegretti, Joe	Call with M. Butler and S. Fielding (both Deloitte) to discuss the mechanics of the tax attribute reduction model and the different scenarios.	\$325.00	0.7	\$227.50
Allegretti, Joe	Review important client emails and classify in order to serve as supporting documentation to tax modeling and assumptions.	\$325.00	1.0	\$325.00
Allegretti, Joe	Review tax attribute reduction model for quality assessment.	\$325.00	1.7	\$552.50
Atwal, Justin	Continue to input tax data for Sears basis study.	\$325.00	2.7	\$877.50
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	4.2	\$1,365.00
Browning, Maria	Meeting with E. Tzavelis and S. Fielding (both Deloitte) to discuss emergence transaction consequences.	\$450.00	0.4	\$180.00
Browning, Maria	Analyze Sears debt terms.	\$450.00	3.1	\$1,395.00
Browning, Maria	Continue to analyze Sears debt terms.	\$450.00	2.1	\$945.00
Browning, Maria	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding (all Deloitte), and S. Goldring (Weil) to discuss emergence transaction.	\$450.00	1.0	\$450.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to walk through the updates to the tax attribute reduction model.	\$595.00	1.2	\$714.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/29/2018				
Butler, Mike	Call with J. Allegretti and S. Fielding (both Deloitte) to discuss the mechanics of the tax attribute reduction model and the different scenarios.	\$595.00	0.7	\$416.50
Butler, Mike	Review revised tax attribute reduction model.	\$595.00	2.9	\$1,725.50
Chatten, Colin	Compile debt instruments to assess whether they qualify as securities for reorganization purposes.	\$325.00	1.2	\$390.00
Collins, Bryan	Call with E. Tzavelis, M. Browning, J. Forrest, S. Fielding (all Deloitte), and S. Goldring (Weil) to discuss emergence transaction.	\$850.00	1.0	\$850.00
Collins, Bryan	Review draft Asset Purchase Agreement.	\$850.00	2.8	\$2,380.00
Elandary, Hannah	Revise tax attribution model to make it more dynamic to changes.	\$325.00	1.4	\$455.00
Espinola, Jonathan	Review state transfer tax and controlling interest transfer tax research and applicable rate calculations for Missouri.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review state transfer tax and controlling interest transfer tax research and applicable rate calculations for Nebraska.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review state transfer tax and controlling interest transfer tax research and applicable rate calculations for New Jersey.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review state transfer tax and controlling interest transfer tax research and applicable rate calculations for North Carolina.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review state transfer tax and controlling interest transfer tax research and applicable rate calculations for Indiana.	\$595.00	0.2	\$119.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/29/2018				
Espinola, Jonathan	Review state transfer tax and controlling interest transfer tax research and applicable rate calculations for Alabama.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review state transfer tax and controlling interest transfer tax research and applicable rate calculations for California.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review state transfer tax and controlling interest transfer tax research and applicable rate calculations for Colorado.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review state transfer tax and controlling interest transfer tax research and applicable rate calculations for Connecticut.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review state transfer tax and controlling interest transfer tax research and applicable rate calculations for Michigan.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review state transfer tax and controlling interest transfer tax research and applicable rate calculations for Delaware.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review state transfer tax and controlling interest transfer tax research and applicable rate calculations for Florida.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review state transfer tax and controlling interest transfer tax research and applicable rate calculations for Georgia.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review state transfer tax and controlling interest transfer tax research and applicable rate calculations for Illinois.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review state transfer tax and controlling interest transfer tax research and applicable rate calculations for Indiana.	\$595.00	0.5	\$297.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/29/2018				
Espinola, Jonathan	Call with Y. Ko (Deloitte) regarding revisions and additions to state transfer tax and controlling interest transfer tax model.	\$595.00	0.6	\$357.00
Espinola, Jonathan	Review state transfer tax and controlling interest transfer tax research and applicable rate calculations for Kentucky.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review state transfer tax and controlling interest transfer tax research and applicable rate calculations for Louisiana.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review state transfer tax and controlling interest transfer tax research and applicable rate calculations for Maine.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review state transfer tax and controlling interest transfer tax research and applicable rate calculations for Maryland.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review state transfer tax and controlling interest transfer tax research and applicable rate calculations for Massachusetts.	\$595.00	0.5	\$297.50
Fielding, Stephen	Meeting with E. Tzavelis, and M. Browning (both Deloitte) to discuss emergence transaction consequences.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, J. Forrest, B. Collins (all Deloitte), and S. Goldring (Weil) to discuss emergence transaction.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with M. Butler and J. Allegretti (both Deloitte) to discuss the mechanics of the tax attribute reduction model and the different scenarios.	\$595.00	0.7	\$416.50
Fielding, Stephen	Review tax attribute reduction model for various scenarios.	\$595.00	1.9	\$1,130.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/29/2018				
Forrest, Jonathan	Call with E. Tzavelis, M. Browning, J. Forrest, S. Fielding (all Deloitte), and S. Goldring (Weil) to discuss emergence transaction.	\$975.00	1.0	\$975.00
Hermanson, Tom	Review Sears Holding Management Corporation (SHMC) transfer pricing analysis prepared by Sears and discuss same with L. Meerschaert (Sears).	\$850.00	1.5	\$1,275.00
Hoffman, David	Analyze tax model updates.	\$850.00	1.6	\$1,360.00
Ko, Youngbok	Perform additional research and make updates to the state tax analysis draft.	\$450.00	1.4	\$630.00
Ko, Youngbok	Call with J. Espinola (Deloitte) regarding revisions and additions to state transfer tax and controlling interest transfer tax model.	\$450.00	0.6	\$270.00
Lowry, Jamie	Analyze quasi-public groups and software input for correct calculation.	\$595.00	0.8	\$476.00
Omar, Fatin	Prepare state real property transfer tax analysis.	\$725.00	0.5	\$362.50
Tzavelis, Elias	Call with M. Browning, B. Collins, J. Forrest, S. Fielding (all Deloitte), and S. Goldring (Weil) to discuss emergence transaction.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Meeting with S. Fielding and M. Browning (both Deloitte) to discuss transaction consequences.	\$850.00	0.4	\$340.00
11/30/2018				
Allegretti, Joe	Update stock basis into the tax attribute reduction model.	\$325.00	2.1	\$682.50
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	3.6	\$1,170.00
Atwal, Justin	Continue to input tax data for Sears basis study.	\$325.00	2.7	\$877.50
Baily, Brianna	Weekly tax advisor call with E. Tzavelis, B. Collins, T. Hermanson, S. Fielding, M. Butler, M. Schreiber, M. Browning, and C. Chatten (all Deloitte), Weil Tax team, Sears Tax team, FTI tax team, and Akin Gump.	\$595.00	0.8	\$476.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/30/2018				
Baily, Brianna	Call with E. Tzavelis, T. Hermanson, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte), S. Goldring (Weil), and Sears tax team to discuss updates for weekly tax call.	\$595.00	0.8	\$476.00
Baily, Brianna	Review revisions to Sears prior transaction summary.	\$595.00	1.4	\$833.00
Browning, Maria	Call with J. Espinola, B. Sullivan, F. Omar, C. Chatten (all Deloitte), and M. Morrie (Sears) to discuss transfer taxes on potential sales.	\$450.00	0.3	\$135.00
Browning, Maria	Analyze Sears debt terms.	\$450.00	2.3	\$1,035.00
Browning, Maria	Continue to analyze Sears debt terms.	\$450.00	1.2	\$540.00
Browning, Maria	Meeting with E. Tzavelis and S. Fielding (both Deloitte) to discuss the emergence transaction model and tax consequences.	\$450.00	1.2	\$540.00
Browning, Maria	Weekly tax advisor call with E. Tzavelis, B. Collins, T. Hermanson, S. Fielding, M. Butler, M. Schreiber, B. Baily, and C. Chatten (all Deloitte), Weil Tax team, Sears Tax team, FTI tax team, and Akin Gump.	\$450.00	0.8	\$360.00
Browning, Maria	Call with E. Tzavelis, T. Hermanson, S. Fielding, M. Schreiber, B. Baily, and C. Chatten (all Deloitte), S. Goldring (Weil), and Sears tax team to discuss updates for weekly tax call.	\$450.00	0.8	\$360.00
Butler, Mike	Weekly tax advisor call with E. Tzavelis, B. Collins, T. Hermanson, S. Fielding, M. Browning, M. Schreiber, B. Baily, and C. Chatten (all Deloitte), Weil Tax team, Sears Tax team, FTI tax team, and Akin Gump.	\$595.00	0.8	\$476.00
Butler, Mike	Implement revised stock basis analysis into the tax attribute reduction model.	\$595.00	2.2	\$1,309.00
Butler, Mike	Review revised stock basis analysis.	\$595.00	1.9	\$1,130.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/30/2018				
Chatten, Colin	Weekly tax advisor call with E. Tzavelis, B. Collins, T. Hermanson, S. Fielding, M. Browning, M. Schreiber, B. Baily, and M. Butler (all Deloitte), Weil Tax team, Sears Tax team, FTI tax team, and Akin Gump.	\$325.00	0.8	\$260.00
Chatten, Colin	Compile debt instruments to assess whether they qualify as securities for reorganization purposes.	\$325.00	3.2	\$1,040.00
Chatten, Colin	Call with M. Browning, B. Sullivan, F. Omar, J. Espinola (all Deloitte), and M. Morrie (Sears) to discuss transfer taxes on potential sales.	\$325.00	0.3	\$97.50
Chatten, Colin	Call with E. Tzavelis, T. Hermanson, S. Fielding, M. Schreiber, M. Browning, and B. Baily (all Deloitte), S. Goldring (Weil), and Sears tax team to discuss updates for weekly tax call.	\$325.00	0.8	\$260.00
Collins, Bryan	Review tax attribute reduction model.	\$850.00	0.9	\$765.00
Collins, Bryan	Weekly tax advisor call with E. Tzavelis, C. Chaten, T. Hermanson, S. Fielding, M. Browning, M. Schreiber, B. Baily, and M. Butler (all Deloitte), Weil Tax team, Sears Tax team, FTI tax team, and Akin Gump.	\$850.00	0.8	\$680.00
Corrigan, Kevin	Update tax stock basis calculations for intercompany amounts.	\$595.00	2.8	\$1,666.00
Elandary, Hannah	Revise the tax attribution model to make organization chart tab more dynamic.	\$325.00	0.9	\$292.50
Espinola, Jonathan	Meeting with M. Paxton (Deloitte) to discuss state modeling of potential asset sales.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review additional research for Ohio state transfer tax and update draft model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Update state income tax model to estimate state income tax resulting from gain on the potential emergence transaction.	\$595.00	1.1	\$654.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/30/2018				
Espinola, Jonathan	Call with M. Browning, B. Sullivan, F. Omar, C. Chatten (all Deloitte), and M. Morrie (Sears) to discuss transfer taxes on potential sales.	\$595.00	0.3	\$178.50
Fielding, Stephen	Meeting with E. Tzavelis and M. Browning (both Deloitte) to discuss the emergence transaction model and tax consequences.	\$595.00	1.2	\$714.00
Fielding, Stephen	Review tax attribute reduction model scenarios for new assumptions.	\$595.00	2.8	\$1,666.00
Fielding, Stephen	Call with E. Tzavelis, T. Hermanson, B. Baily, M. Schreiber, M. Browning, and C. Chatten (all Deloitte), S. Goldring (Weil), and Sears tax team to discuss updates for weekly tax call.	\$595.00	0.8	\$476.00
Fielding, Stephen	Weekly tax advisor call with E. Tzavelis, C. Chatten, T. Hermanson, C. Chatten, M. Browning, M. Schreiber, B. Baily, and M. Butler (all Deloitte), Weil Tax team, Sears Tax team, FTI tax team, and Akin Gump.	\$595.00	0.8	\$476.00
Hermanson, Tom	Weekly tax advisor call with E. Tzavelis, C. Chatten, S. Fielding, C. Chatten, M. Browning, M. Schreiber, B. Baily, and M. Butler (all Deloitte), Weil Tax team, Sears Tax team, FTI tax team, and Akin Gump.	\$850.00	0.8	\$680.00
Hermanson, Tom	Call with E. Tzavelis, B. Baily, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte), S. Goldring (Weil), and Sears tax team to discuss updates for weekly tax call.	\$850.00	0.8	\$680.00
Hospodarsky, Sara	Input K-Mart 2003 tax return information into the Earn2 for the Sears stock basis study.	\$325.00	1.8	\$585.00
Lowry, Jamie	Review of model prepared by client to analyze application of the cash issuance exception at 3/24/2005 merger date.	\$595.00	2.0	\$1,190.00
Lowry, Jamie	Review of model and analyze treatment of redemptions.	\$595.00	1.8	\$1,071.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/30/2018				
Lowry, Jamie	Review of model prepared by Deloitte and compare to the model prepared by client.	\$595.00	1.9	\$1,130.50
Omar, Fatin	Call with M. Browning, B. Sullivan, J. Espinola, C. Chatten (all Deloitte), and M. Morrie (Sears) to discuss transfer taxes on potential sales.	\$725.00	0.3	\$217.50
Omar, Fatin	Prepare transfer tax analysis.	\$725.00	0.5	\$362.50
Paxton, Michael	Meeting with J. Espinola (Deloitte) to discuss state modeling of potential asset sales.	\$725.00	0.2	\$145.00
Paxton, Michael	Assess additional data needs for state gain tax model.	\$725.00	0.6	\$435.00
Schreiber, Mendy	Call with E. Tzavelis, T. Hermanson, S. Fielding, B. Baily, M. Browning, and C. Chatten (all Deloitte), S. Goldring (Weil), and Sears tax team to discuss updates for weekly tax call.	\$450.00	0.8	\$360.00
Schreiber, Mendy	Weekly tax advisor call with E. Tzavelis, C. Chatten, S. Fielding, C. Chatten, M. Browning, T. Hermanson, B. Baily, and M. Butler (all Deloitte), Weil Tax team, Sears Tax team, FTI tax team, and Akin Gump.	\$450.00	0.8	\$360.00
Sullivan, Brian	Call with M. Browning, J. Espinola, F. Omar, C. Chatten (all Deloitte), and M. Morrie (Sears) to discuss transfer taxes on potential sales.	\$975.00	0.3	\$292.50
Tzavelis, Elias	Meeting with S. Fielding and M. Browning (both Deloitte) to discuss the emergence transaction model and tax consequences.	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Call with B. Baily, T. Hermanson, S. Fielding, M. Schreiber, M. Browning, and C. Chatten (all Deloitte), S. Goldring (Weil), and Sears tax team to discuss updates for weekly tax call.	\$850.00	0.8	\$680.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/30/2018				
Tzavelis, Elias	Weekly tax advisor call with M. Schreiber, C. Chatten, S. Fielding, C. Chatten, M. Browning, T. Hermanson, B. Baily, and M. Butler (all Deloitte), Weil Tax team, Sears Tax team, FTI tax team, and Akin Gump.	\$850.00	0.8	\$680.00
12/01/2018				
Allegretti, Joe	Update tax attribute reduction model.	\$325.00	0.2	\$65.00
12/02/2018				
Browning, Maria	Update debt terms analysis.	\$450.00	2.1	\$945.00
Chatten, Colin	Research tax implications of section 368(a)(1)(G) reorganization.	\$325.00	3.2	\$1,040.00
Hospodarsky, Sara	Input Kmart 2004 tax return information into the Earn2 for Sears Stock Basis study.	\$325.00	2.9	\$942.50
Hospodarsky, Sara	Input Kmart 2003 tax return information into the Earn2 for Sears Stock Basis study.	\$325.00	1.1	\$357.50
12/03/2018				
Allegretti, Joe	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, and C. Chatten (all Deloitte) planning revisions to tax attribute reduction estimates.	\$325.00	3.0	\$975.00
Allegretti, Joe	Update the organizational chart located in the tax attribute reduction model.	\$325.00	0.4	\$130.00
Allegretti, Joe	Meeting with E. Tzavelis, B. Collins, J. Forrest, T. Hermanson, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$325.00	1.8	\$585.00
Allegretti, Joe	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$325.00	0.6	\$195.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/03/2018				
Allegretti, Joe	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, and C. Chatten (all Deloitte) and Sears tax team reviewing findings of attribute reduction analysis.	\$325.00	1.7	\$552.50
Allegretti, Joe	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss whether certain debt agreements qualify as a security for reorganization purposes.	\$325.00	0.9	\$292.50
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) and Sears tax team reviewing findings of attribute reduction analysis.	\$595.00	1.7	\$1,011.50
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) to discuss whether certain debt agreements qualify as a security for reorganization purposes.	\$595.00	0.9	\$535.50
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) planning revisions to tax attribute reduction estimates.	\$595.00	3.0	\$1,785.00
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, M. Browning, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) further to discuss tax attribute impact of various emergence scenarios.	\$595.00	0.6	\$357.00
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, J. Forrest, T. Hermanson, S. Fielding, M. Butler, M. Browning, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$595.00	1.8	\$1,071.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/03/2018				
Browning, Maria	Meeting with E. Tzavelis, B. Collins, J. Forrest, T. Hermanson, S. Fielding, M. Butler, B. Baily, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$450.00	1.8	\$810.00
Browning, Maria	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) further to discuss tax attribute impact of various emergence scenarios.	\$450.00	0.6	\$270.00
Browning, Maria	Analyze store location information.	\$450.00	2.8	\$1,260.00
Browning, Maria	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, J. Allegretti, and C. Chatten (Deloitte) and Sears tax team reviewing findings of attribute reduction analysis.	\$450.00	1.7	\$765.00
Browning, Maria	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, J. Allegretti, and C. Chatten (all Deloitte) to discuss whether certain debt agreements qualify as a security for reorganization purposes.	\$450.00	0.9	\$405.00
Browning, Maria	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, J. Allegretti, and C. Chatten (all Deloitte) planning revisions to tax attribute reduction estimates.	\$450.00	3.0	\$1,350.00
Butler, Mike	Meeting with E. Tzavelis, B. Collins, J. Forrest, T. Hermanson, S. Fielding, B. Baily, M. Browning, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$595.00	1.8	\$1,071.00
Butler, Mike	Review cancellation of debt income allocation among the various liabilities subject to compromise.	\$595.00	1.2	\$714.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
12/03/2018				
Butler, Mike	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) and Sears tax team reviewing findings of attribute reduction analysis.	\$595.00	1.7	\$1,011.50
Butler, Mike	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) to discuss whether certain debt agreements qualify as a security for reorganization purposes.	\$595.00	0.9	\$535.50
Butler, Mike	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) planning revisions to tax attribute reduction estimates.	\$595.00	3.0	\$1,785.00
Butler, Mike	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, B. Baily, M. Browning, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$595.00	0.6	\$357.00
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, and J. Allegretti (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$325.00	0.6	\$195.00
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, and J. Allegretti (all Deloitte) and Sears tax team reviewing findings of attribute reduction analysis.	\$325.00	1.7	\$552.50
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, and J. Allegretti (all Deloitte) to discuss whether certain debt agreements qualify as a security for reorganization purposes.	\$325.00	0.9	\$292.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/03/2018				
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, and J. Allegretti (all Deloitte) planning revisions to tax attribute reduction estimates.	\$325.00	3.0	\$975.00
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, J. Forrest, T. Hermanson, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, and J. Allegretti (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$325.00	1.8	\$585.00
Chatten, Colin	Analyze issues raised in prior discussions regarding tax attribute reduction projections.	\$325.00	2.1	\$682.50
Collins, Bryan	Meeting with E. Tzavelis, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, J. Allegretti, and C. Chaten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$975.00	0.6	\$585.00
Collins, Bryan	Meeting with E. Tzavelis, J. Forrest, T. Hermanson, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, J. Allegretti, and C. Chaten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$975.00	1.8	\$1,755.00
Collins, Bryan	Meeting with E. Tzavelis, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chaten (all Deloitte) and Sears tax team reviewing findings of attribute reduction analysis.	\$975.00	1.7	\$1,657.50
Collins, Bryan	Meeting with E. Tzavelis, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chaten (all Deloitte) to discuss whether certain debt agreements qualify as a security for reorganization purposes.	\$975.00	0.9	\$877.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/03/2018				
Collins, Bryan	Meeting with E. Tzavelis, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) planning revisions to tax attribute reduction estimates.	\$975.00	3.0	\$2,925.00
Elandary, Hannah	Revise the tax attribution model.	\$325.00	1.8	\$585.00
Espinola, Jonathan	Call with M. Paxton (Deloitte) regarding research needed to build out state income model.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Prepare research template for conformity to IRC 172(a)(2) and 168 (k).	\$595.00	0.4	\$238.00
Espinola, Jonathan	Call with C. Newport (Deloitte) regarding sales tax research pertaining to potential emergence transaction.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Meeting with F. Harrell (Deloitte) regarding approach to review research pertaining to IRC Section 172(a)(2), bonus depreciation and apportionment.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Meeting with S. Malik (Deloitte) regarding research pertaining to state conformity to IRC Section 172(a)(2) and bonus depreciation.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Analyze additional property listing.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Meeting with C. Fairchild (Deloitte) regarding research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Draft outline of research needed for necessary additions to state taxable gain model to estimate state income tax on potential emergence transactions.	\$595.00	1.0	\$595.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/03/2018				
Fairchild, Chris	Meeting with J. Espinola (Deloitte) regarding research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Arizona research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.1	\$32.50
Fairchild, Chris	Perform Alaska research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.7	\$227.50
Fairchild, Chris	Perform Alabama research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.7	\$227.50
Fielding, Stephen	Meeting with E. Tzavelis, B. Collins, J. Forrest, T. Hermanson, M. Butler, B. Baily, M. Browning, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$595.00	1.8	\$1,071.00
Fielding, Stephen	Meeting with E. Tzavelis, B. Collins, J. Forrest, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) and Sears tax team reviewing findings of attribute reduction analysis.	\$595.00	1.7	\$1,011.50
Fielding, Stephen	Meeting with E. Tzavelis, B. Collins, J. Forrest, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) to discuss whether certain debt agreements qualify as a security for reorganization purposes.	\$595.00	0.9	\$535.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/03/2018				
Fielding, Stephen	Meeting with E. Tzavelis, B. Collins, J. Forrest, M. Butler, B. Baily, M. Browning, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$595.00	0.6	\$357.00
Forrest, Jonathan	Meeting with E. Tzavelis, B. Collins, S. Fielding, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) and Sears tax team reviewing findings of attribute reduction analysis.	\$975.00	1.7	\$1,657.50
Forrest, Jonathan	Meeting with E. Tzavelis, B. Collins, S. Fielding, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) to discuss whether certain debt agreements qualify as a security for reorganization purposes.	\$975.00	0.9	\$877.50
Forrest, Jonathan	Meeting with E. Tzavelis, B. Collins, S. Fielding, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) planning revisions to tax attribute reduction estimates.	\$975.00	3.0	\$2,925.00
Forrest, Jonathan	Meeting with E. Tzavelis, B. Collins, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$975.00	0.6	\$585.00
Forrest, Jonathan	Meeting with E. Tzavelis, B. Collins, T. Hermanson, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$975.00	1.8	\$1,755.00
Harrell, Frank	Meeting with J. Espinola (Deloitte) regarding approach to review research pertaining to IRC Section 172(a)(2), bonus depreciation and apportionment.	\$450.00	0.4	\$180.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/03/2018				
Hermanson, Tom	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$850.00	1.8	\$1,530.00
Hermanson, Tom	Review files for information or workpapers on specific ESL transactions.	\$850.00	3.0	\$2,550.00
Hospodarsky, Sara	Input Kmart 2004 tax return information for Sears Stock Basis study.	\$325.00	0.8	\$260.00
Lowry, Jamie	Review cash issuance exception IRC regulations.	\$595.00	1.9	\$1,130.50
Malik, Sana	Meeting with J. Espinola (Deloitte) regarding research pertaining to state conformity to IRC Section 172(a)(2) and bonus depreciation.	\$450.00	0.4	\$180.00
Omar, Fatin	Prepare transfer tax analysis.	\$725.00	0.3	\$217.50
Paxton, Michael	Update state gain model.	\$725.00	0.7	\$507.50
Savage, Tara	Review 382 model.	\$725.00	2.1	\$1,522.50
Schreiber, Mendy	Meeting with E. Tzavelis, B. Collins, J. Forrest, T. Hermanson, S. Fielding, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$450.00	1.8	\$810.00
Schreiber, Mendy	Research characterizations of Sears G reorganization.	\$450.00	2.0	\$900.00
Schreiber, Mendy	Meeting with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) further to discuss tax attribute impact of various emergence scenarios.	\$450.00	0.6	\$270.00
Tzavelis, Elias	Meeting with B. Collins, J. Forrest, T. Hermanson, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute impact of various emergence scenarios.	\$850.00	1.8	\$1,530.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
12/03/2018				
Tzavelis, Elias	Meeting with B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) to discuss whether certain debt agreements qualify as a security for reorganization purposes.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Meeting with B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) planning revisions to tax attribute reduction estimates.	\$850.00	3.0	\$2,550.00
Tzavelis, Elias	Meeting with B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) and Sears tax team reviewing findings of attribute reduction analysis.	\$850.00	1.7	\$1,445.00
Tzavelis, Elias	Meeting with B. Collins, J. Forrest, S. Fielding, M. Butler, B. Baily, M. Browning, M. Schreiber, J. Allegretti, and C. Chatten (all Deloitte) further to discuss tax attribute impact of various emergence scenarios.	\$850.00	0.6	\$510.00
12/04/2018				
Allegretti, Joe	Discuss with M. Butler (Deloitte) the updates to the tax attribute reduction model.	\$325.00	0.8	\$260.00
Allegretti, Joe	Update tax attribute reduction model before addressing some of the scenarios.	\$325.00	0.9	\$292.50
Allegretti, Joe	Meeting with M. Butler and S. Fielding (both Deloitte) to work on the tax attribute reduction model.	\$325.00	8.6	\$2,795.00
Allegretti, Joe	Call with M. Butler, S. Fielding, E. Tzavelis, C. Chatten, B. Collins, and M. Browning (all Deloitte) to discuss the individual store balance sheets.	\$325.00	0.2	\$65.00
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	2.6	\$845.00
Atwal, Justin	Continue to input tax data for Sears basis study.	\$325.00	1.9	\$617.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
12/04/2018				
Baily, Brianna	Meeting with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) to discuss potential transactions.	\$595.00	1.7	\$1,011.50
Baily, Brianna	Call with E. Tzavelis, B. Collins, T. Hermanson, M. Browning, and C. Chatten (all Deloitte) to discuss status and timing of certain information requested from Sears.	\$595.00	0.5	\$297.50
Baily, Brianna	Create slide depicting ownership of Sears Holdings, Lands' End, and Seritage REIT.	\$595.00	1.1	\$654.50
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, M. Browning, C. Chatten, M. Lew (all Deloitte), and Sears tax team to discuss intercompany balances.	\$595.00	0.6	\$357.00
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, M. Browning, C. Chatten, and M. Lew (all Deloitte) to discuss intercompany balances.	\$595.00	1.0	\$595.00
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, M. Browning, and C. Chatten (all Deloitte) to discuss intercompany balances, tax attributes, and potential transactions.	\$595.00	3.5	\$2,082.50
Baily, Brianna	Meeting with E. Tzavelis, B. Collins, M. Browning, and C. Chatten (all Deloitte) further to discuss real estate investment trust (REIT) implications of prior transactions.	\$595.00	1.1	\$654.50
Baily, Brianna	Call with E. Tzavelis, B. Collins, M. Van Deusen, M. Browning, and C. Chatten (all Deloitte) to discuss REIT implications of prior transactions.	\$595.00	0.5	\$297.50
Browning, Maria	Meeting with E. Tzavelis, B. Collins, B. Baily, C. Chatten, M. Lew (all Deloitte), and Sears tax team to discuss intercompany balances.	\$450.00	0.6	\$270.00
Browning, Maria	Meeting with E. Tzavelis, B. Collins, B. Baily, C. Chatten, and M. Lew (all Deloitte) to discuss intercompany balances.	\$450.00	1.0	\$450.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
12/04/2018				
Browning, Maria	Meeting with E. Tzavelis, B. Collins, B. Baily, and C. Chatten (all Deloitte) to discuss intercompany balances.	\$450.00	1.7	\$765.00
Browning, Maria	Meeting with E. Tzavelis, B. Collins, B. Baily, and C. Chatten (all Deloitte) to discuss REIT implications of prior transactions.	\$450.00	1.1	\$495.00
Browning, Maria	Meeting with E. Tzavelis, B. Baily, and C. Chatten (all Deloitte) to discuss potential transactions.	\$450.00	1.7	\$765.00
Browning, Maria	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, C. Chatten, and B. Collins (all Deloitte) to discuss the individual store balance sheets.	\$450.00	0.2	\$90.00
Browning, Maria	Call with E. Tzavelis, B. Collins, T. Hermanson, B. Baily, and C. Chatten (all Deloitte) to discuss status and timing of certain information requested from Sears.	\$450.00	0.5	\$225.00
Browning, Maria	Call with E. Tzavelis, B. Collins, M. Van Deusen, B. Baily, and C. Chatten (all Deloitte) to discuss REIT implications of prior transactions.	\$450.00	0.5	\$225.00
Browning, Maria	Meeting with E. Tzavelis, B. Collins, B. Baily, and C. Chatten (all Deloitte) to discuss tax attributes and potential transactions.	\$450.00	1.8	\$810.00
Butler, Mike	Call with J. Allegretti, S. Fielding, E. Tzavelis, C. Chatten, B. Collins, and M. Browning (all Deloitte) to discuss the individual store balance sheets.	\$595.00	0.2	\$119.00
Butler, Mike	Meeting with J. Allegretti, and S. Fielding (both Deloitte) to work on the tax attribute reduction model.	\$595.00	8.6	\$5,117.00
Butler, Mike	Discuss with J. Allegretti (Deloitte) the updates to the tax attribute reduction model.	\$595.00	0.8	\$476.00
Chatten, Colin	Meeting with E. Tzavelis, B. Baily, and M. Browning (all Deloitte) to discuss potential transactions.	\$325.00	1.7	\$552.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/04/2018				
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, B. Baily, and M. Browning (all Deloitte) to discuss intercompany balances.	\$325.00	1.7	\$552.50
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, B. Baily, and M. Browning (all Deloitte) to discuss tax attributes and potential transactions.	\$325.00	1.8	\$585.00
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, B. Baily, and M. Browning (all Deloitte) to discuss REIT implications of prior transactions.	\$325.00	1.1	\$357.50
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, B. Baily, M. Browning, M. Lew (all Deloitte), and Sears tax team to discuss intercompany balances.	\$325.00	0.6	\$195.00
Chatten, Colin	Meeting with E. Tzavelis, B. Collins, B. Baily, M. Browning, and M. Lew (all Deloitte) to discuss intercompany balances.	\$325.00	1.0	\$325.00
Chatten, Colin	Call with E. Tzavelis, B. Collins, M. Van Deusen, B. Baily, and M. Browning (all Deloitte) to discuss REIT implications of prior transactions.	\$325.00	0.5	\$162.50
Chatten, Colin	Call with E. Tzavelis, B. Collins, T. Hermanson, B. Baily, and M. Browning (all Deloitte) to discuss status and timing of certain information requested from Sears.	\$325.00	0.5	\$162.50
Chatten, Colin	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins, and M. Browning (all Deloitte) to discuss the individual store balance sheets.	\$325.00	0.2	\$65.00
Collins, Bryan	Call with E. Tzavelis, M. Van Deusen, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss REIT implications of prior transactions.	\$975.00	0.5	\$487.50
Collins, Bryan	Call with E. Tzavelis, T. Hermanson, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss status and timing of certain information requested from Sears.	\$975.00	0.5	\$487.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/04/2018				
Collins, Bryan	Meeting with E. Tzavelis, B. Baily, M. Browning, C. Chatten, M. Lew (all Deloitte), and Sears tax team to discuss intercompany balances.	\$975.00	0.6	\$585.00
Collins, Bryan	Meeting with E. Tzavelis, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss intercompany balances, tax attributes, and potential transactions.	\$975.00	3.5	\$3,412.50
Collins, Bryan	Meeting with E. Tzavelis, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss intercompany balances.	\$975.00	1.7	\$1,657.50
Collins, Bryan	Meeting with E. Tzavelis, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss tax attributes and potential transactions.	\$975.00	1.8	\$1,755.00
Collins, Bryan	Meeting with E. Tzavelis, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss REIT implications of prior transactions.	\$975.00	1.1	\$1,072.50
Collins, Bryan	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, C. Chatten, and M. Browning (all Deloitte) to discuss the individual store balance sheets.	\$975.00	0.2	\$195.00
Collins, Bryan	Meeting with E. Tzavelis, B. Baily, M. Browning, C. Chatten, and M. Lew (all Deloitte) to discuss intercompany balances.	\$975.00	1.0	\$975.00
Espinola, Jonathan	Draft e-mail to F. Omar (Deloitte) regarding additional property information provided by Sears.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Meeting with R. Rahman (Deloitte) regarding apportionment research for state income tax gain model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Meeting with Y. Ko (Deloitte) regarding state transfer tax updates.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Meeting with C. Fairchild (Deloitte) regarding apportionment research for state tax gain model.	\$595.00	0.2	\$119.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/04/2018				
Fairchild, Chris	Perform Colorado research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Florida research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Georgia research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Meeting with J. Espinola (Deloitte) regarding apportionment for state tax gain.	\$325.00	0.2	\$65.00
Fairchild, Chris	Perform Arizona research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.6	\$195.00
Fairchild, Chris	Perform California research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Arkansas research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.8	\$260.00
Fairchild, Chris	Perform Connecticut research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	1.0	\$325.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/04/2018				
Fairchild, Chris	Perform District of Columbia research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.6	\$195.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Alabama.	\$450.00	0.8	\$360.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Arizona.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Arkansas.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in California.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Colorado.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Connecticut.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in District of Columbia.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Call to discuss methodology for sales tax estimate in emergence transaction with C. Newport (Deloitte).	\$450.00	0.3	\$135.00
Fielding, Stephen	Meeting with J. Allegretti and M. Butler (both Deloitte) to work on the tax attribute reduction model.	\$595.00	8.6	\$5,117.00
Forrest, Jonathan	Review issues related to Seritage REIT and related party rent.	\$975.00	0.7	\$682.50
Hermanson, Tom	Call with E. Tzavelis, B. Collins, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss status and timing of certain information requested from Sears.	\$850.00	0.5	\$425.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/04/2018				
Hermanson, Tom	Discussion with J. Berry, L. McDonnell, E. Tzavelis, G. Yauch, M. Berggren, A. Jackson (all Deloitte) regarding status of various services by function (Tax, Advisory, Audit).	\$850.00	0.5	\$425.00
Ko, Youngbok	Meeting with J. Espinola (Deloitte) regarding state transfer tax updates.	\$450.00	0.3	\$135.00
Omar, Fatin	Prepare transfer tax analysis.	\$725.00	0.3	\$217.50
Savage, Tara	Prepare updated background section in memo between Sears, Roebuck & Co and Kmart Holdings and the impact the merger had on the owner shifts and 382 model.	\$725.00	1.9	\$1,377.50
Tzavelis, Elias	Meeting with B. Collins, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss tax attributes and potential transactions.	\$850.00	1.8	\$1,530.00
Tzavelis, Elias	Meeting with B. Collins, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss REIT implications of prior transactions.	\$850.00	1.1	\$935.00
Tzavelis, Elias	Call with B. Collins, M. Van Deusen, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss REIT implications of prior transactions.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with B. Collins, T. Hermanson, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss status and timing of certain information requested from Sears.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Review tax attribute reduction model and provide comments.	\$850.00	3.5	\$2,975.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, C. Chatten, B. Collins, and M. Browning (all Deloitte) to discuss the individual store balance sheets.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Meeting with B. Collins, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss intercompany balances.	\$850.00	1.7	\$1,445.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/04/2018				
Tzavelis, Elias	Meeting with B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss potential transactions.	\$850.00	1.7	\$1,445.00
Tzavelis, Elias	Meeting with B. Collins, B. Baily, M. Browning, C. Chatten, M. Lew (all Deloitte), and Sears tax team to discuss intercompany balances.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Meeting with B. Collins, B. Baily, M. Browning, C. Chatten, and M. Lew (all Deloitte) to discuss intercompany balances.	\$850.00	1.0	\$850.00
Van Deusen, Mark	Call with E. Tzavelis, B. Collins, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss REIT implications of prior transactions.	\$975.00	0.5	\$487.50
12/05/2018				
Allegretti, Joe	Work with M. Butler (Deloitte) on preparing the tax attribute model inputs and outputs for the deliverable.	\$325.00	1.1	\$357.50
Allegretti, Joe	Work with M. Butler (Deloitte) on updating the tax attribute reduction model.	\$325.00	3.0	\$975.00
Allegretti, Joe	Call with S. Fielding, M. Butler and C. Chatten (all Deloitte) to discuss legal entity balance sheet.	\$325.00	0.1	\$32.50
Allegretti, Joe	Call with M. Butler, S. Fielding and E. Tzavelis (all Deloitte) to discuss the tax attribute reduction model and the corresponding deliverables.	\$325.00	0.6	\$195.00
Allegretti, Joe	Discuss with M. Butler and S. Fielding (both Deloitte) the tax attribute reduction model and the corresponding deliverable.	\$325.00	1.2	\$390.00
Allegretti, Joe	Discuss with S. Fielding (Deloitte) the next steps within the tax attribute reduction model along with how to move forward with the consolidated book balance sheets.	\$325.00	0.6	\$195.00
Allegretti, Joe	Update the tax attribute reduction model.	\$325.00	1.5	\$487.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/05/2018				
Atwal, Justin	Continue to input tax data for Sears basis study.	\$325.00	2.6	\$845.00
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	5.4	\$1,755.00
Butler, Mike	Work with J. Allegretti (Deloitte) on updating the tax attribute reduction model.	\$595.00	3.0	\$1,785.00
Butler, Mike	Discuss with J. Allegretti and S. Fielding (both Deloitte) the tax attribute reduction model and the corresponding deliverable.	\$595.00	1.2	\$714.00
Butler, Mike	Call with J. Allegretti, S. Fielding and E. Tzavelis (all Deloitte) to discuss the tax attribute reduction model and the corresponding deliverables.	\$595.00	0.6	\$357.00
Butler, Mike	Review taxable asset sale scenario in the tax model.	\$595.00	1.2	\$714.00
Butler, Mike	Call with S. Fielding, J. Allegretti, and C. Chatten (all Deloitte) to discuss legal entity balance sheet.	\$595.00	0.1	\$59.50
Butler, Mike	Work with J. Allegretti (Deloitte) on preparing the tax attribute model inputs and outputs for the deliverable.	\$595.00	1.1	\$654.50
Chatten, Colin	Call with S. Fielding, M. Butler, and J. Allegretti (all Deloitte) to discuss legal entity balance sheet.	\$325.00	0.1	\$32.50
Chatten, Colin	Compile and organize GAAP-basis balance sheet by legal entity to estimate tax basis in stores by legal entity.	\$325.00	4.1	\$1,332.50
Espinola, Jonathan	Call with Y. Ko (Deloitte) regarding real estate transfer tax analysis and approach to updating same with fair market value information.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research apportionment of gain on potential emergence transaction.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Analyze fair market value information to be included in real estate transfer tax analysis.	\$595.00	0.4	\$238.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/05/2018				
Fairchild, Chris	Perform Kansas research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Kentucky research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Maine research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Minnesota research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Mississippi research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Missouri research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.2	\$65.00
Fairchild, Chris	Perform Montana research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.2	\$65.00
Fairchild, Chris	Perform New Mexico research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/05/2018				
Fairchild, Chris	Perform Maryland research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform New Hampshire research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform New Jersey research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Louisiana research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Michigan research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Massachusetts research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Hawaii research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Idaho research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
12/05/2018				
Fairchild, Chris	Perform Illinois research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Indiana research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Nebraska research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.2	\$65.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Louisiana.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Maine.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Kansas.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Illinois.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Indiana.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Iowa.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Florida.	\$450.00	0.7	\$315.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Kentucky.	\$450.00	0.5	\$225.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
12/05/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Maryland.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Massachusetts.	\$450.00	0.8	\$360.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Georgia.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Hawaii.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Idaho.	\$450.00	0.5	\$225.00
Fielding, Stephen	Call with M. Butler, J. Allegretti, and C. Chatten (all Deloitte) to discuss legal entity balance sheet.	\$595.00	0.1	\$59.50
Fielding, Stephen	Call with J. Allegretti, M. Butler, and E. Tzavelis (all Deloitte) to discuss the tax attribute reduction model and the corresponding deliverables.	\$595.00	0.6	\$357.00
Fielding, Stephen	Discuss with J. Allegretti (Deloitte) the next steps within the tax attribute reduction model along with how to move forward with the consolidated book balance sheets.	\$595.00	0.6	\$357.00
Fielding, Stephen	Discuss with J. Allegretti and M. Butler (both Deloitte) the tax attribute reduction model and the corresponding deliverable.	\$595.00	1.2	\$714.00
Hermanson, Tom	Review files regarding ESL transactions.	\$850.00	2.5	\$2,125.00
Hermanson, Tom	Review impairment charge tax benefit calculation.	\$850.00	1.0	\$850.00
Hospodarsky, Sara	Input tax data for Sears Stock Basis study.	\$325.00	2.3	\$747.50
Hospodarsky, Sara	Continue to input tax data for Sears Stock Basis study.	\$325.00	2.2	\$715.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/05/2018				
Ko, Youngbok	Call with J. Espinola (Deloitte) regarding real estate transfer tax analysis and approach to updating same with fair market value information.	\$450.00	0.5	\$225.00
Lowry, Jamie	Compare updated model with client analysis for shift percentages at major transaction dates.	\$595.00	1.6	\$952.00
Malik, Sana	Update NOL research for Alabama.	\$450.00	1.0	\$450.00
Omar, Fatin	Prepare transfer tax analysis.	\$725.00	0.5	\$362.50
Rahman, Rahat	Research Oregon property sales 338 gain inclusion/exclusion.	\$325.00	0.5	\$162.50
Rahman, Rahat	Research Oklahoma property sales 338 gain inclusion/exclusion.	\$325.00	0.5	\$162.50
Rahman, Rahat	Research North Carolina property sales 338 gain inclusion/exclusion.	\$325.00	0.5	\$162.50
Rahman, Rahat	Research North Dakota property sales 338 gain inclusion/exclusion.	\$325.00	0.5	\$162.50
Rahman, Rahat	Research New York property sales 338 gain inclusion/exclusion.	\$325.00	0.5	\$162.50
Rahman, Rahat	Research New York City property sales 338 gain inclusion/exclusion.	\$325.00	0.5	\$162.50
Rahman, Rahat	Research Tennessee property sales 338 gain inclusion/exclusion.	\$325.00	0.4	\$130.00
Rahman, Rahat	Research Virginia property sales 338 gain inclusion/exclusion.	\$325.00	0.5	\$162.50
Rahman, Rahat	Research Vermont property sales 338 gain inclusion/exclusion.	\$325.00	0.4	\$130.00
Rahman, Rahat	Research Wisconsin property sales 338 gain inclusion/exclusion.	\$325.00	0.5	\$162.50
Rahman, Rahat	Research West Virginia property sales 338 gain inclusion/exclusion.	\$325.00	0.3	\$97.50
Rahman, Rahat	Research Texas property sales 338 gain inclusion/exclusion.	\$325.00	0.6	\$195.00
Rahman, Rahat	Research South Carolina property sales 338 gain inclusion/exclusion.	\$325.00	0.4	\$130.00
Rahman, Rahat	Research Utah property sales 338 gain inclusion/exclusion.	\$325.00	0.4	\$130.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/05/2018				
Rahman, Rahat	Research Pennsylvania property sales 338 gain inclusion/exclusion.	\$325.00	0.4	\$130.00
Rahman, Rahat	Research Rhode Island property sales 338 gain inclusion/exclusion.	\$325.00	0.5	\$162.50
Savage, Tara	Review and update memo to correspond to changes made on 382 model.	\$725.00	2.0	\$1,450.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler and S. Fielding (all Deloitte) to discuss the tax attribute reduction model and the corresponding deliverables.	\$850.00	0.6	\$510.00
12/06/2018				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) to discuss revisions to tax attribute model.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Butler, M. Browning, and C. Chatten (all Deloitte) to discuss tax attribute model.	\$325.00	1.0	\$325.00
Allegretti, Joe	Call with M. Butler and S. Fielding (both Deloitte) to discuss the tax attribute reduction model.	\$325.00	0.4	\$130.00
Allegretti, Joe	Update the tax attribute reduction model.	\$325.00	2.8	\$910.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to work through the tax attribute reduction model.	\$325.00	3.0	\$975.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to work through the tax attribute reduction model.	\$325.00	1.8	\$585.00
Allegretti, Joe	Call with E. Tzavelis, B. Collins, S. Fielding, M. Butler, M. Browning, and C. Chatten (all Deloitte) and Sears tax team to discuss outstanding items related to tax basis balance sheet.	\$325.00	0.5	\$162.50
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	5.8	\$1,885.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/06/2018				
Browning, Maria	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute model.	\$450.00	1.0	\$450.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss revisions to tax attribute model.	\$450.00	0.3	\$135.00
Browning, Maria	Research emergence transaction structure.	\$450.00	5.8	\$2,610.00
Browning, Maria	Call with E. Tzavelis, B. Collins, S. Fielding, M. Butler, J. Allegretti, and C. Chatten (all Deloitte) and Sears tax team to discuss outstanding items related to tax basis balance sheet.	\$450.00	0.5	\$225.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to work through the tax attribute reduction model.	\$595.00	3.0	\$1,785.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to work through the tax attribute reduction model.	\$595.00	1.8	\$1,071.00
Butler, Mike	Call with E. Tzavelis, B. Collins, S. Fielding, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) and Sears tax team to discuss outstanding items related to tax basis balance sheet.	\$595.00	0.5	\$297.50
Butler, Mike	Update taxable asset sale scenario in the tax model.	\$595.00	1.0	\$595.00
Butler, Mike	Call with J. Allegretti and S. Fielding (both Deloitte) to discuss the tax attribute reduction model.	\$595.00	0.4	\$238.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) to discuss revisions to tax attribute model.	\$595.00	0.3	\$178.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, M. Browning, and J. Allegretti (all Deloitte) to discuss tax attribute model.	\$325.00	1.0	\$325.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/06/2018				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) to discuss revisions to tax attribute model.	\$325.00	0.3	\$97.50
Chatten, Colin	Call with E. Tzavelis, B. Collins, S. Fielding, M. Butler, M. Browning, J. Allegretti, C. Chaten (all Deloitte) and Sears tax team to discuss outstanding items related to tax basis balance sheet.	\$325.00	0.5	\$162.50
Chatten, Colin	Update documentation of store ownership by legal entity in response to new information received from client.	\$325.00	3.4	\$1,105.00
Collins, Bryan	Review ESL filing with respect to its indicative bid and its list of going-forward stores.	\$975.00	1.1	\$1,072.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Butler, M. Browning, J. Allegretti, C. Chaten (all Deloitte) and Sears tax team to discuss outstanding items related to tax basis balance sheet.	\$975.00	0.5	\$487.50
Corrigan, Kevin	Review capital changes for use in tax stock basis calculations..	\$595.00	2.5	\$1,487.50
Corrigan, Kevin	Review of tax return data input into tax stock basis calculations.	\$595.00	2.1	\$1,249.50
Espinola, Jonathan	Call with Y. Ko (Deloitte) regarding transfer tax analysis updates.	\$595.00	0.1	\$59.50
Espinola, Jonathan	Draft e-mail to B. Sullivan and F. Omar (both Deloitte) regarding status of transfer tax analysis and outstanding information.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Draft email to M. Morrie (Sears) regarding missing valuation data and additional questions pertaining to real property list.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review real estate transfer tax updates.	\$595.00	0.1	\$59.50
Espinola, Jonathan	Review net operating loss (NOL) research for state income tax model.	\$595.00	0.1	\$59.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
12/06/2018				
Espinola, Jonathan	Review real estate valuation information compared to real estate transfer tax analysis to identify missing information.	\$595.00	0.7	\$416.50
Espinola, Jonathan	Meeting with C. Fairchild (Deloitte) regarding apportionment research for state income tax model.	\$595.00	0.3	\$178.50
Fairchild, Chris	Perform Alaska research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Arizona research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Hawaii research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Idaho research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Meeting with J. Espinola (Deloitte) regarding apportionment research for state income tax model.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Delaware research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform District of Columbia research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/06/2018				
Fairchild, Chris	Review research pertaining to apportionment.	\$325.00	0.7	\$227.50
Fairchild, Chris	Perform Louisiana research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.2	\$65.00
Fairchild, Chris	Perform Maine research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.2	\$65.00
Fairchild, Chris	Perform Colorado research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Connecticut research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Florida research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Georgia research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Missouri research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/06/2018				
Fairchild, Chris	Perform Montana research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Illinois research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Indiana research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Kansas research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Kentucky research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.2	\$65.00
Fairchild, Chris	Perform California research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Alabama research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Maryland research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.2	\$65.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/06/2018				
Fairchild, Chris	Perform Massachusetts research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.2	\$65.00
Fairchild, Chris	Perform Minnesota research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.2	\$65.00
Fairchild, Chris	Perform Mississippi research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.2	\$65.00
Fairchild, Chris	Perform Arkansas research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Michigan research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.2	\$65.00
Fairchild, Chris	Perform Nebraska research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform New Hampshire research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform New Jersey research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
12/06/2018				
Fairchild, Chris	Perform New Mexico research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Minnesota.	\$450.00	0.7	\$315.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in New York.	\$450.00	0.8	\$360.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Mississippi.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Missouri.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Nebraska.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Nevada.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in New Jersey.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in New Mexico.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in North Carolina.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in North Dakota.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Ohio.	\$450.00	0.2	\$90.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
12/06/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Oklahoma.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Rhode Island.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in South Carolina.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in South Dakota.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Tennessee.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Utah.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Vermont.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in West Virginia.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Michigan.	\$450.00	0.5	\$225.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss revisions to tax attribute model.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with E. Tzavelis, M. Butler, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute model.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with J. Allegretti and M. Butler (both Deloitte) to discuss the tax attribute reduction model.	\$595.00	0.4	\$238.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/06/2018				
Fielding, Stephen	Call with E. Tzavelis, B. Collins, M. Butler, M. Browning, J. Allegretti, C. Chatten (all Deloitte) and Sears tax team to discuss outstanding items related to tax basis balance sheet.	\$595.00	0.5	\$297.50
Forrest, Jonathan	Review current year projected NOL allocation and consider impact on basis.	\$975.00	0.6	\$585.00
Forrest, Jonathan	Review updated creditor bid as part of restructuring.	\$975.00	0.8	\$780.00
Hoffman, David	Review correspondence regarding ESL bid terms.	\$850.00	0.8	\$680.00
Hospodarsky, Sara	Review Sears Roebuck tax data to see if a specific entity was included in past years Sears Stock Basis study.	\$325.00	0.3	\$97.50
Ko, Youngbok	Call with J. Espinola (Deloitte) regarding transfer tax analysis updates.	\$450.00	0.1	\$45.00
Ko, Youngbok	Meeting with J. Espinola (Deloitte) regarding real estate transfer tax analysis updates and missing value information.	\$450.00	0.5	\$225.00
Ko, Youngbok	Update real estate transfer tax analysis for Florida state.	\$450.00	2.9	\$1,305.00
Ko, Youngbok	Update real estate transfer tax analysis for Arizona state.	\$450.00	2.9	\$1,305.00
Malik, Sana	Research whether Arkansas conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether California conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Alaska conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Alabama conforms to IRC Section 172(a)(2) NOL 80% deduction.	\$450.00	1.0	\$450.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/06/2018				
Malik, Sana	Research whether Arizona conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Omar, Fatin	Review transfer tax analysis.	\$725.00	1.5	\$1,087.50
Rahman, Rahat	Research New York City property sales 338 gain inclusion/exclusion.	\$325.00	0.3	\$97.50
Rahman, Rahat	Research North Carolina property sales 338 gain inclusion/exclusion.	\$325.00	0.3	\$97.50
Rahman, Rahat	Research New York property sales 338 gain inclusion/exclusion.	\$325.00	0.3	\$97.50
Savage, Tara	Research tax data by ESL Partners to assess whether transactions from 2003 to 2018 were reflected.	\$725.00	1.5	\$1,087.50
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss revisions to tax attribute model.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with S. Fielding, M. Butler, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) to discuss tax attribute model.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with B. Collins, S. Fielding, M. Butler, M. Browning, J. Allegretti, C. Chatten (all Deloitte) and Sears tax team to discuss outstanding items related to tax basis balance sheet.	\$850.00	0.5	\$425.00
12/07/2018				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler C. Simulis, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss status of latest revisions to tax attribute model.	\$325.00	1.5	\$487.50
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss updates to the tax attribute reduction model.	\$325.00	0.9	\$292.50
Allegretti, Joe	Update the tax attribute reduction model.	\$325.00	4.4	\$1,430.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/07/2018				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, C. Simulis and M. Butler (all Deloitte) to discuss latest tax attribute reduction model.	\$325.00	1.0	\$325.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) planning further revisions to tax attribute model.	\$325.00	0.4	\$130.00
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	6.0	\$1,950.00
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, C. Simulis, B. Collins, J. Forrest, and M. Schreiber (all Deloitte) to discuss status of latest revisions to tax attribute model.	\$595.00	1.5	\$892.50
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, C. Simulis, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss status of latest revisions to tax attribute model.	\$450.00	1.5	\$675.00
Browning, Maria	Weekly advisor status call with E. Tzavelis, J. Forrest, B. Collins, T. Hermanson, S. Fielding (all Deloitte), FTI tax team, Weil tax team, and Akin Gump tax team.	\$450.00	0.6	\$270.00
Browning, Maria	Meeting with E. Tzavelis and S. Fielding (both Deloitte) to discuss transaction structure.	\$450.00	1.0	\$450.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) planning further revisions to tax attribute model.	\$450.00	0.4	\$180.00
Browning, Maria	Call with E. Tzavelis, B. Collins, J. Forrest, and S. Fielding (all Deloitte) recapping weekly advisor call.	\$450.00	0.4	\$180.00
Browning, Maria	Call with S. Fielding and J. Espinola (both Deloitte) to discuss store locations.	\$450.00	0.2	\$90.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/07/2018				
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, C. Simulis, M. Butler, and J. Allegretti (all Deloitte) to discuss latest tax attribute reduction model.	\$450.00	1.0	\$450.00
Butler, Mike	Review taxable asset sale in the tax model.	\$595.00	2.8	\$1,666.00
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss updates to the tax attribute reduction model.	\$595.00	0.9	\$535.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, C. Simulis, and J. Allegretti (all Deloitte) to discuss latest tax attribute reduction model.	\$595.00	1.0	\$595.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, C. Simulis, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss status of latest revisions to tax attribute model.	\$595.00	1.5	\$892.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) planning further revisions to tax attribute model.	\$595.00	0.4	\$238.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, C. Simulis, M. Butler, and J. Allegretti (all Deloitte) to discuss latest tax attribute reduction model.	\$325.00	1.0	\$325.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, C. Simulis, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss status of latest revisions to tax attribute model.	\$325.00	1.5	\$487.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) planning further revisions to tax attribute model.	\$325.00	0.4	\$130.00
Chatten, Colin	Revise schedule of store ownership by legal entity.	\$325.00	1.9	\$617.50
Chatten, Colin	Revise schedule of interest income/expense by legal entity.	\$325.00	1.3	\$422.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/07/2018				
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, C. Simulis, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss status of latest revisions to tax attribute model.	\$975.00	1.5	\$1,462.50
Collins, Bryan	Call with E. Tzavelis, J. Forrest, S. Fielding, and M. Browning (all Deloitte) recapping weekly advisor call.	\$975.00	0.4	\$390.00
Collins, Bryan	Weekly advisor status call with E. Tzavelis, J. Forrest, T. Hermanson, S. Fielding, M. Browning (all Deloitte), FTI tax team, Weil tax team, and Akin Gump tax team.	\$975.00	0.6	\$585.00
Collins, Bryan	Review of ESL 363 sale proposal and consider tax issues with qualification as G reorganizations.	\$975.00	1.3	\$1,267.50
Espinola, Jonathan	Review apportionment research and analysis for state income tax gain on potential emergence transaction in Georgia.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review real estate transfer tax and controlling interest transfer tax research and analysis for Alaska.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review real estate transfer tax and controlling interest transfer tax research and analysis for Arkansas.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research and analysis for state income tax gain on potential emergence transaction in Alaska.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research and analysis for state income tax gain on potential emergence transaction in Arizona.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research and analysis for state income tax gain on potential emergence transaction in Arkansas.	\$595.00	0.4	\$238.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/07/2018				
Espinola, Jonathan	Review real estate transfer tax and controlling interest transfer tax research and analysis for Hawaii.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Analyze additional real estate transfer tax information.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Call with S. Fielding and M. Browning (both Deloitte) to discuss store locations.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research and analysis for state income tax gain on potential emergence transaction in Delaware.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research and analysis for state income tax gain on potential emergence transaction in District of Columbia.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research and analysis for state income tax gain on potential emergence transaction in Florida.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research and analysis for state income tax gain on potential emergence transaction in California.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research and analysis for state income tax gain on potential emergence transaction in Colorado.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research and analysis for state income tax gain on potential emergence transaction in Connecticut.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Call with Y. Ko (Deloitte) regarding real estate transfer tax analysis updates.	\$595.00	0.6	\$357.00
Espinola, Jonathan	Review apportionment research and analysis for state income tax gain on potential emergence transaction in Alabama.	\$595.00	0.4	\$238.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/07/2018				
Fairchild, Chris	Perform Rhode Island research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Utah research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform West Virginia research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Wisconsin research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Missouri research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform New York research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform New York City research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Tennessee research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/07/2018				
Fairchild, Chris	Perform Texas research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform South Carolina research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Pennsylvania research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Vermont research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Virginia research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform North Carolina research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Oklahoma research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Oregon research pertaining to apportionment and sales factor sourcing to be used in state income tax model to estimate state tax on potential emergence transaction.	\$325.00	0.4	\$130.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
12/07/2018				
Fairchild, Chris	Review research pertaining to apportionment.	\$325.00	0.3	\$97.50
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Wisconsin.	\$450.00	0.8	\$360.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Wyoming.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Pennsylvania.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Texas.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Virginia.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Washington.	\$450.00	0.5	\$225.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) planning further revisions to tax attribute model.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, B. Collins, J. Forrest, and M. Browning (all Deloitte) recapping weekly advisor call.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with J. Espinola and M. Browning (both Deloitte) to discuss store locations.	\$595.00	0.2	\$119.00
Fielding, Stephen	Meeting with E. Tzavelis and M. Browning (both Deloitte) to discuss transaction structure.	\$595.00	1.0	\$595.00
Fielding, Stephen	Weekly advisor status call with E. Tzavelis, J. Forrest, B. Collins, T. Hermanson, M. Browning (all Deloitte), FTI tax team, Weil tax team, and Akin Gump tax team.	\$595.00	0.6	\$357.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/07/2018				
Fielding, Stephen	Review and comment on attribute reduction model and various assumptions.	\$595.00	1.6	\$952.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, C. Simulis, M. Butler, and J. Allegratti (all Deloitte) to discuss latest tax attribute reduction model.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegratti, C. Simulis, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss status of latest revisions to tax attribute model.	\$595.00	1.5	\$892.50
Forrest, Jonathan	Call with E. Tzavelis, B. Collins, S. Fielding, and M. Browning (all Deloitte) recapping weekly advisor call.	\$975.00	0.4	\$390.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegratti, C. Simulis, B. Collins, B. Baily, and M. Schreiber (all Deloitte) to discuss status of latest revisions to tax attribute model.	\$975.00	1.5	\$1,462.50
Forrest, Jonathan	Weekly advisor status call with E. Tzavelis, B. Collins, T. Hermanson, S. Fielding, M. Browning (all Deloitte), FTI tax team, Weil tax team, and Akin Gump tax team.	\$975.00	0.6	\$585.00
Hermanson, Tom	Weekly advisor status call with E. Tzavelis, J. Forrest, B. Collins, S. Fielding, M. Browning (all Deloitte), FTI tax team, Weil tax team, and Akin Gump tax team.	\$850.00	0.6	\$510.00
Hermanson, Tom	Review files regarding ESL transactions.	\$850.00	1.0	\$850.00
Hoffman, David	Call with T. Hermanson (Deloitte) regarding project status.	\$850.00	0.3	\$255.00
Hospodarsky, Sara	Input Sears Roebuck's tax data for Sears Stock Basis study.	\$325.00	2.8	\$910.00
Ko, Youngbok	Update real estate transfer tax analysis for New Mexico state.	\$450.00	2.9	\$1,305.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/07/2018				
Ko, Youngbok	Update real estate transfer tax analysis for New York state.	\$450.00	2.9	\$1,305.00
Ko, Youngbok	Update real estate transfer tax analysis for Kentucky state.	\$450.00	2.9	\$1,305.00
Omar, Fatin	Update transfer tax analysis.	\$725.00	1.0	\$725.00
Rahman, Rahat	Research Wisconsin property sales 338 gain inclusion/exclusion.	\$325.00	0.2	\$65.00
Rahman, Rahat	Research West Virginia property sales 338 gain inclusion/exclusion.	\$325.00	0.2	\$65.00
Rahman, Rahat	Research South Carolina property sales 338 gain inclusion/exclusion.	\$325.00	0.3	\$97.50
Rahman, Rahat	Research Tennessee property sales 338 gain inclusion/exclusion.	\$325.00	0.3	\$97.50
Rahman, Rahat	Research Texas property sales 338 gain inclusion/exclusion.	\$325.00	0.3	\$97.50
Rahman, Rahat	Research Pennsylvania property sales 338 gain inclusion/exclusion.	\$325.00	0.3	\$97.50
Rahman, Rahat	Research Rhode Island property sales 338 gain inclusion/exclusion.	\$325.00	0.4	\$130.00
Rahman, Rahat	Research Utah property sales 338 gain inclusion/exclusion.	\$325.00	0.6	\$195.00
Rahman, Rahat	Research Virginia property sales 338 gain inclusion/exclusion.	\$325.00	0.3	\$97.50
Rahman, Rahat	Research Vermont property sales 338 gain inclusion/exclusion.	\$325.00	0.2	\$65.00
Rahman, Rahat	Research North Dakota property sales 338 gain inclusion/exclusion.	\$325.00	0.2	\$65.00
Rahman, Rahat	Research Oklahoma property sales 338 gain inclusion/exclusion.	\$325.00	0.4	\$130.00
Rahman, Rahat	Research Oregon property sales 338 gain inclusion/exclusion.	\$325.00	0.2	\$65.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, C. Simulis, B. Collins, J. Forrest, and B. Baily (all Deloitte) to discuss status of latest revisions to tax attribute model.	\$450.00	2.0	\$900.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
12/07/2018				
Simulis, Charlie	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, C. Simulis, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss status of latest revisions to tax attribute model.	\$850.00	1.5	\$1,275.00
Simulis, Charlie	Review tax attribute model.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, C. Simulis, M. Butler, and J. Allegretti (all Deloitte) to discuss latest tax attribute reduction model.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) planning further revisions to tax attribute model.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Weekly advisor status call with J. Forrest, B. Collins, T. Hermanson, S. Fielding, M. Browning (all Deloitte), FTI tax team, Weil tax team, and Akin Gump tax team.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Meeting with S. Fielding and M. Browning (both Deloitte) to discuss transaction structure.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with B. Collins, J. Forrest, S. Fielding, and M. Browning (all Deloitte) recapping weekly advisor call.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, C. Simulis, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss status of latest revisions to tax attribute model.	\$850.00	1.5	\$1,275.00
12/08/2018				
Chatten, Colin	Analyze updates to schedule of intercompany debt.	\$325.00	1.9	\$617.50
Ko, Youngbok	Update real estate transfer tax analysis for Texas state.	\$450.00	2.9	\$1,305.00
Schreiber, Mendy	Research characterizations of Sears G reorganization.	\$450.00	1.5	\$675.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/09/2018				
Browning, Maria	Analyze stalking horse bid transaction structure.	\$450.00	5.0	\$2,250.00
Chatten, Colin	Create structure slides for Sears emergence transactions.	\$325.00	4.2	\$1,365.00
Espinola, Jonathan	Review research for real estate transfer tax analysis for Oregon.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review Delaware bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review District of Columbia bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review Alabama bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review Alaska bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review Arizona bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review Iowa bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research for real estate transfer tax analysis for Hawaii.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review Arkansas bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review California bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review Colorado bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review Connecticut bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/09/2018				
Espinola, Jonathan	Review research for real estate transfer tax analysis for North Dakota.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research for real estate transfer tax analysis for Oklahoma.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review Florida bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review Georgia bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review Hawaii bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review Idaho bonus research and asset basis adjustment state conformity for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research for real estate transfer tax analysis for South Dakota.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research for real estate transfer tax analysis for Wyoming.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research for real estate transfer tax analysis for Minnesota.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research for real estate transfer tax analysis for Montana.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research for real estate transfer tax analysis for Nevada.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research for real estate transfer tax analysis for New Hampshire.	\$595.00	0.3	\$178.50
Tarrant, Steve	Evaluate ESL schedule for 13D filings.	\$850.00	0.6	\$510.00
Tarrant, Steve	Review of section 382 computational model.	\$850.00	1.4	\$1,190.00
Tarrant, Steve	Update to section 382 memorandum.	\$850.00	1.7	\$1,445.00
Van Deusen, Mark	Analyze related party rent issues.	\$975.00	2.5	\$2,437.50
12/10/2018				
Allegretti, Joe	Update the tax attribute reduction model for the various scenarios related to the recent ESL bid.	\$325.00	0.7	\$227.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Allegretti, Joe	Meeting with E. Tzavelis, M. Browning, C. Chatten, and M. Butler (all Deloitte) to discuss location of intercompany debt for tax purposes.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Forrest, B. Baily, and K. Corrigan (all Deloitte) and L. Meerschaert (Sears) to discuss intercompany balances.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with E. Tzavelis, K. Corrigan, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) to discuss updated tax basis balance sheet.	\$325.00	0.2	\$65.00
Allegretti, Joe	Meeting with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) adding new emergence scenarios to tax attribute reduction model.	\$325.00	0.8	\$260.00
Allegretti, Joe	Meeting with E. Tzavelis, S. Fielding, M. Browning, C. Chatten and M. Butler (all Deloitte) to discuss status of certain deliverables.	\$325.00	0.7	\$227.50
Allegretti, Joe	Meeting with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) to discuss structure of potential emergence transactions.	\$325.00	1.0	\$325.00
Allegretti, Joe	Meeting with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) to discuss tax basis balance sheet.	\$325.00	0.9	\$292.50
Allegretti, Joe	Meeting with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) to discuss various potential emergence transaction structures for tax model.	\$325.00	0.5	\$162.50
Allegretti, Joe	Review the troubled company and G reorganization public letter rulings (PLR) and tax planning literature related to G reorganizations.	\$325.00	0.9	\$292.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Allegretti, Joe	Call with E. Tzavelis, K. Corrigan, M. Browning, C. Chatten, and M. Butler (all Deloitte) to discuss stock basis study.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Forrest, B. Collins, and B. Baily (all Deloitte) to discuss modifications to stock basis study in response to new information from client.	\$325.00	1.3	\$422.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, and B. Collins (all Deloitte) reviewing and commenting on tax slides for SHC board.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, and K. Corrigan (all Deloitte) to discuss revisions to tax basis study.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins (all Deloitte), and M. Hoenig (Weil) preparing for upcoming meeting with management regarding next steps.	\$325.00	0.9	\$292.50
Allegretti, Joe	Meeting with M. Browning, M. Butler, and C. Chatten (all Deloitte) to discuss format of emergence transaction deck.	\$325.00	0.5	\$162.50
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	5.3	\$1,722.50
Baily, Brianna	Review revised intercompany debt schedule.	\$595.00	0.6	\$357.00
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, and K. Corrigan (all Deloitte) and L. Meerschaert (Sears) to discuss intercompany balances.	\$595.00	0.6	\$357.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
12/10/2018				
Baily, Brianna	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, and B. Collins (all Deloitte) to discuss modifications to stock basis study in response to new information from client.	\$595.00	1.3	\$773.50
Baily, Brianna	Review real estate investment trust (REIT) correspondence and ownership percentages.	\$595.00	0.5	\$297.50
Browning, Maria	Meeting with M. Butler, J. Allegretti, and C. Chatten (all Deloitte) to discuss format of emergence transaction deck.	\$450.00	0.5	\$225.00
Browning, Maria	Meeting with E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss location of intercompany debt for tax purposes.	\$450.00	0.6	\$270.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) adding new emergence scenarios to tax attribute reduction model.	\$450.00	0.8	\$360.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss status of certain deliverables.	\$450.00	0.7	\$315.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss structure of potential emergence transactions.	\$450.00	1.0	\$450.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss tax basis balance sheet.	\$450.00	0.9	\$405.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss various potential emergence transaction structures for tax model.	\$450.00	0.5	\$225.00
Browning, Maria	Analyze debt terms and aggregate information.	\$450.00	2.9	\$1,305.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, and K. Corrigan (all Deloitte) and L. Meerschaert (Sears) to discuss intercompany balances.	\$450.00	0.6	\$270.00
Browning, Maria	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Collins, and B. Baily (all Deloitte) to discuss modifications to stock basis study in response to new information from client.	\$450.00	1.3	\$585.00
Browning, Maria	Call with E. Tzavelis, K. Corrigan, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss stock basis study.	\$450.00	0.3	\$135.00
Browning, Maria	Call with E. Tzavelis, K. Corrigan, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss updated tax basis balance sheet.	\$450.00	0.2	\$90.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins (all Deloitte), and M. Hoenig (Weil) preparing for upcoming meeting with management regarding next steps.	\$450.00	0.9	\$405.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, and B. Collins (all Deloitte) reviewing and commenting on tax slides for SHC board.	\$450.00	0.6	\$270.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, and K. Corrigan (all Deloitte) to discuss revisions to tax basis study.	\$450.00	0.5	\$225.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, and B. Collins (all Deloitte) reviewing and commenting on tax slides for SHC board.	\$595.00	0.6	\$357.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Butler, Mike	Call with E. Tzavelis, M. Browning, C. Chatten, J. Allegretti, J. Forrest, B. Collins, and B. Baily (all Deloitte) to discuss modifications to stock basis study in response to new information from client.	\$595.00	1.3	\$773.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, J. Forrest, B. Baily, and K. Corrigan (all Deloitte) and L. Meerschaert (Sears) to discuss intercompany balances.	\$595.00	0.6	\$357.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, and K. Corrigan (all Deloitte) to discuss revisions to tax basis study.	\$595.00	0.5	\$297.50
Butler, Mike	Meeting with M. Browning, J. Allegretti, and C. Chatten (all Deloitte) to discuss format of emergence transaction deck.	\$595.00	0.5	\$297.50
Butler, Mike	Meeting with E. Tzavelis, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) to discuss location of intercompany debt for tax purposes.	\$595.00	0.6	\$357.00
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) to discuss structure of potential emergence transactions.	\$595.00	1.0	\$595.00
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) to discuss tax basis balance sheet.	\$595.00	0.9	\$535.50
Butler, Mike	Call with E. Tzavelis, K. Corrigan, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) to discuss stock basis study.	\$595.00	0.3	\$178.50
Butler, Mike	Call with E. Tzavelis, K. Corrigan, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) to discuss updated tax basis balance sheet.	\$595.00	0.2	\$119.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) to discuss various potential emergence transaction structures for tax model.	\$595.00	0.5	\$297.50
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) adding new emergence scenarios to tax attribute reduction model.	\$595.00	0.8	\$476.00
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) to discuss status of certain deliverables.	\$595.00	0.7	\$416.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins (all Deloitte), and M. Hoenig (Weil) preparing for upcoming meeting with management regarding next steps.	\$595.00	0.9	\$535.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, and B. Collins (all Deloitte) reviewing and commenting on tax slides for SHC board.	\$325.00	0.6	\$195.00
Chatten, Colin	Call with E. Tzavelis, K. Corrigan, M. Browning, M. Butler, and J. Allegretti (all Deloitte) to discuss stock basis study.	\$325.00	0.3	\$97.50
Chatten, Colin	Call with E. Tzavelis, M. Browning, M. Butler, J. Allegretti, J. Forrest, B. Collins, and B. Baily (all Deloitte) to discuss modifications to stock basis study in response to new information from client.	\$325.00	1.3	\$422.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins (all Deloitte), and M. Hoenig (Weil) preparing for upcoming meeting with management regarding next steps.	\$325.00	0.9	\$292.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Chatten, Colin	Meeting with M. Browning, M. Butler, and J. Allegretti (all Deloitte) to discuss format of emergence transaction deck.	\$325.00	0.5	\$162.50
Chatten, Colin	Meeting with E. Tzavelis, M. Browning, M. Butler, and J. Allegretti (all Deloitte) to discuss location of intercompany debt for tax purposes.	\$325.00	0.6	\$195.00
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) adding new emergence scenarios to tax attribute reduction model.	\$325.00	0.8	\$260.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, and K. Corrigan (all Deloitte) to discuss revisions to tax basis study.	\$325.00	0.5	\$162.50
Chatten, Colin	Revise emergence transaction structure slides.	\$325.00	4.3	\$1,397.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, J. Forrest, B. Baily, and K. Corrigan (all Deloitte) and L. Meerschaert (Sears) to discuss intercompany balances.	\$325.00	0.6	\$195.00
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) to discuss tax basis balance sheet.	\$325.00	0.9	\$292.50
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) to discuss various potential emergence transaction structures for tax model.	\$325.00	0.5	\$162.50
Chatten, Colin	Call with E. Tzavelis, K. Corrigan, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) to discuss updated tax basis balance sheet.	\$325.00	0.2	\$65.00
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) to discuss status of certain deliverables.	\$325.00	0.7	\$227.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) to discuss structure of potential emergence transactions.	\$325.00	1.0	\$325.00
Collins, Bryan	Call with E. Tzavelis, M. Browning, C. Chaten, M. Butler, J. Allegretti, J. Forrest, and B. Baily (all Deloitte) to discuss modifications to stock basis study in response to new information from client.	\$975.00	1.3	\$1,267.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, J. Allegretti (all Deloitte), and M. Hoenig (Weil) preparing for upcoming meeting with management regarding next steps.	\$975.00	0.9	\$877.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, and J. Allegretti (all Deloitte) reviewing and commenting on tax slides for SHC board.	\$975.00	0.6	\$585.00
Collins, Bryan	Review and comment on presentation slides for meeting with Sears senior management.	\$975.00	1.9	\$1,852.50
Corrigan, Kevin	Call with E. Tzavelis, M. Browning, C. Chaten, M. Butler, and J. Allegretti (all Deloitte) to discuss stock basis study.	\$595.00	0.3	\$178.50
Corrigan, Kevin	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, and J. Allegretti (all Deloitte) to discuss revisions to tax basis study.	\$595.00	0.5	\$297.50
Corrigan, Kevin	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, J. Allegretti, J. Forrest, and B. Baily (all Deloitte) and L. Meerschaert (Sears) to discuss intercompany balances.	\$595.00	0.6	\$357.00
Corrigan, Kevin	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, and J. Allegretti (all Deloitte) to discuss updated tax basis balance sheet.	\$595.00	0.2	\$119.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Espinola, Jonathan	Review real estate transfer tax model pertaining to owned properties.	\$595.00	0.8	\$476.00
Espinola, Jonathan	Review overall NOL conformity research for state income tax model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review real estate transfer tax formulas pertaining to leased properties.	\$595.00	0.7	\$416.50
Espinola, Jonathan	Review real estate transfer tax formulas pertaining to leased distribution centers.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review real estate transfer tax formulas pertaining to owned distribution centers.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review real estate transfer tax formulas pertaining to owned properties.	\$595.00	0.7	\$416.50
Espinola, Jonathan	Review updated real estate transfer tax analysis and update property valuations.	\$595.00	0.6	\$357.00
Espinola, Jonathan	Review real estate transfer tax portion of model pertaining to leased distribution centers.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review real estate transfer tax portion of model pertaining to leased properties.	\$595.00	0.8	\$476.00
Espinola, Jonathan	Review real estate transfer tax portion of model pertaining to owned distribution centers.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Call with C. Fairchild (Deloitte) regarding state NOL limitation research.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Call with S. Malik (Deloitte) regarding state NOL and asset tax basis research.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review controlling interest transfer tax portion of model pertaining to leased distribution centers.	\$595.00	1.0	\$595.00
Espinola, Jonathan	Review controlling interest transfer tax model pertaining to leased property.	\$595.00	0.8	\$476.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Espinola, Jonathan	Review controlling interest transfer tax portion of model for owned property.	\$595.00	0.8	\$476.00
Fairchild, Chris	Call with J. Espinola (Deloitte) regarding state NOL limitation research.	\$325.00	0.3	\$97.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, and B. Collins (all Deloitte) reviewing and commenting on tax slides for SHC board.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, and B. Collins (all Deloitte) reviewing and commenting on Weil slides for SHC board.	\$595.00	0.8	\$476.00
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss tax basis balance sheet.	\$595.00	0.9	\$535.50
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss various potential emergence transaction structures for tax model.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, K. Corrigan, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss updated tax basis balance sheet.	\$595.00	0.2	\$119.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins (all Deloitte), and M. Hoenig (Weil) preparing for upcoming meeting with management regarding next steps.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, and K. Corrigan (all Deloitte) and L. Meerschaert (Sears) to discuss intercompany balances.	\$595.00	0.6	\$357.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss status of certain deliverables.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, and K. Corrigan (all Deloitte) to discuss revisions to tax basis study.	\$595.00	0.5	\$297.50
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss structure of potential emergence transactions.	\$595.00	1.0	\$595.00
Forrest, Jonathan	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, and B. Baily (all Deloitte) to discuss modifications to stock basis study in response to new information from client.	\$975.00	1.3	\$1,267.50
Forrest, Jonathan	Review intercompany debt schedule.	\$975.00	1.1	\$1,072.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Baily, and K. Corrigan (all Deloitte) and L. Meerschaert (Sears) to discuss intercompany balances.	\$975.00	0.6	\$585.00
Hospodarsky, Sara	Input Sears Roebuck's tax data for Sears Stock Basis study.	\$325.00	3.5	\$1,137.50
Omar, Fatin	Update transfer tax analysis.	\$725.00	1.5	\$1,087.50
Snow, Allie	Research whether Colorado conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$325.00	0.5	\$162.50
Snow, Allie	Research whether Connecticut conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$325.00	0.5	\$162.50
Snow, Allie	Research whether Delaware conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$325.00	0.5	\$162.50
Snow, Allie	Research whether District of Columbia conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$325.00	0.5	\$162.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Snow, Allie	Research whether Florida conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$325.00	0.5	\$162.50
Sullivan, Brian	Review realty transfer tax research and state tax model.	\$850.00	2.3	\$1,955.00
Tarrant, Steve	Review Schedule 13Ds filed by ESL to evaluate related impacts to the Section 382 analysis.	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss structure of potential emergence transactions.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss various potential emergence transaction structures for tax model.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins (all Deloitte), and M. Hoenig (Weil) preparing for upcoming meeting with management regarding next steps.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, and K. Corrigan (all Deloitte) to discuss revisions to tax basis study.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Collins, and B. Baily (all Deloitte) to discuss modifications to stock basis study in response to new information from client.	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, and B. Collins (all Deloitte) reviewing and commenting on tax slides for SHC board.	\$850.00	0.6	\$510.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/10/2018				
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, and K. Corrigan (all Deloitte) and L. Meerschaert (Sears) to discuss intercompany balances.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Meeting with M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss location of intercompany debt for tax purposes.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss status of certain deliverables.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss tax basis balance sheet.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with K. Corrigan, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss stock basis study.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with K. Corrigan, S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss updated tax basis balance sheet.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) adding new emergence scenarios to tax attribute reduction model.	\$850.00	0.8	\$680.00
12/11/2018				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) preparing for upcoming meeting with management.	\$325.00	1.6	\$520.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, and M. Butler (all Deloitte) to discuss the different methodologies of calculating the Company's tax basis in assets.	\$325.00	0.7	\$227.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/11/2018				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) reviewing tax attribute reduction model adjustments made in response to information from management.	\$325.00	0.8	\$260.00
Allegretti, Joe	Meeting with S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) to discuss status of various workstreams.	\$325.00	0.6	\$195.00
Allegretti, Joe	Meeting with S. Fielding and M. Butler (both Deloitte) to discuss the option for methodologies in calculating the tax basis balance sheet.	\$325.00	0.4	\$130.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss updating the tax attribute reduction model for the tax basis in assets.	\$325.00	0.4	\$130.00
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	4.0	\$1,300.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) preparing for upcoming meeting with management.	\$450.00	1.6	\$720.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) reviewing tax attribute reduction model adjustments made in response to information from management.	\$450.00	0.8	\$360.00
Browning, Maria	Meeting with S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss status of various workstreams.	\$450.00	0.6	\$270.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss updating the tax attribute reduction model for the tax basis in assets.	\$595.00	0.4	\$238.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, and J. Allegretti (all Deloitte) to discuss the different methodologies of calculating the Company's tax basis in assets.	\$595.00	0.7	\$416.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/11/2018				
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) reviewing tax attribute reduction model adjustments made in response to information from management.	\$595.00	0.8	\$476.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) preparing for upcoming meeting with management.	\$595.00	1.6	\$952.00
Butler, Mike	Meeting with S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) to discuss status of various workstreams.	\$595.00	0.6	\$357.00
Butler, Mike	Prepare slides for meeting with Chief Restructuring Officer regarding tax attribute reduction model outputs.	\$595.00	2.3	\$1,368.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) reviewing tax attribute reduction model adjustments made in response to information from management.	\$325.00	0.8	\$260.00
Chatten, Colin	Revise emergence transaction structure slides.	\$325.00	2.4	\$780.00
Chatten, Colin	Meeting with S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) to discuss status of various workstreams.	\$325.00	0.6	\$195.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) preparing for upcoming meeting with management.	\$325.00	1.6	\$520.00
Collins, Bryan	Plan structuring steps for possible section 363 sale to ESL.	\$975.00	1.2	\$1,170.00
Corrigan, Kevin	Prepare tax stock basis projections.	\$595.00	2.2	\$1,309.00
Espinola, Jonathan	Review email correspondence from S. Fielding (Deloitte) regarding transfer tax analysis.	\$595.00	0.1	\$59.50
Espinola, Jonathan	Update transfer tax model.	\$595.00	1.5	\$892.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/11/2018				
Fairchild, Chris	Perform Idaho research into state conformity with IRC 172(a)(2).	\$325.00	0.6	\$195.00
Fairchild, Chris	Perform Illinois research into state conformity with IRC 172(a)(2).	\$325.00	0.6	\$195.00
Fairchild, Chris	Perform Indiana research into state conformity with IRC 172(a)(2).	\$325.00	0.6	\$195.00
Fairchild, Chris	Perform Hawaii research into state conformity with IRC 172(a)(2).	\$325.00	0.7	\$227.50
Fairchild, Chris	Perform Louisiana research into state conformity with IRC 172(a)(2).	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Iowa research into state conformity with IRC 172(a)(2).	\$325.00	1.2	\$390.00
Fairchild, Chris	Perform Kansas research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Kentucky research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Maryland research into state conformity with IRC 172(a)(2).	\$325.00	1.0	\$325.00
Fairchild, Chris	Perform Massachusetts research into state conformity with IRC 172(a)(2).	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Georgia research into state conformity with IRC 172(a)(2).	\$325.00	0.7	\$227.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) reviewing tax attribute reduction model adjustments made in response to information from management.	\$595.00	0.8	\$476.00
Fielding, Stephen	Call with E. Tzavelis, M. Butler, and J. Allegretti (all Deloitte) to discuss the different methodologies of calculating the Company's tax basis in assets.	\$595.00	0.7	\$416.50
Fielding, Stephen	Meeting with M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss status of various workstreams.	\$595.00	0.6	\$357.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/11/2018				
Fielding, Stephen	Meeting with M. Butler and J. Allegretti (both Deloitte) to discuss the option for methodologies in calculating the tax basis balance sheet.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) preparing for upcoming meeting with management.	\$595.00	1.6	\$952.00
Ko, Youngbok	Review state transfer tax analysis.	\$450.00	0.5	\$225.00
Omar, Fatin	Update transfer tax analysis.	\$725.00	1.0	\$725.00
Sullivan, Brian	Review sales factor data provided by client for emergence state income tax projections.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) preparing for upcoming meeting with management.	\$850.00	1.6	\$1,360.00
Tzavelis, Elias	Call with S. Fielding, M. Butler, and J. Allegretti (all Deloitte) to discuss the different methodologies of calculating the Company's tax basis in assets.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) reviewing tax attribute reduction model adjustments made in response to information from management.	\$850.00	0.8	\$680.00
12/12/2018				
Allegretti, Joe	Allocate the updated book basis amounts to estimate an updated tax basis balance sheet.	\$325.00	2.4	\$780.00
Allegretti, Joe	Draft assumptions and methodologies for the restructuring slides.	\$325.00	1.3	\$422.50
Allegretti, Joe	Formulate an updated consolidated book balance sheet in order to estimate tax basis in assets.	\$325.00	1.4	\$455.00
Allegretti, Joe	Update the tax model for the latest recovery numbers.	\$325.00	0.7	\$227.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/12/2018				
Allegretti, Joe	Meeting with M. Butler (Deloitte) to update the tax attribute reduction model based on the revised recovery numbers provided by the Company.	\$325.00	3.0	\$975.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Sullivan, J. Espinola, and F. Omar (all Deloitte) evaluating potential transfer tax issues.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) reviewing latest updates to tax attribute model.	\$325.00	1.0	\$325.00
Allegretti, Joe	Call with S. Fielding, M. Butler, E. Tzavelis, and M. Browning (all Deloitte) to discuss the recently provided recovery amounts and their impact on the tax attribute reduction model.	\$325.00	0.4	\$130.00
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	2.2	\$715.00
Atwal, Justin	Continue to input tax data for Sears basis study.	\$325.00	2.6	\$845.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) reviewing latest updates to tax attribute model.	\$450.00	1.0	\$450.00
Browning, Maria	Call with S. Fielding, J. Allegretti, M. Butler, E. Tzavelis (all Deloitte) to discuss the recently provided recovery amounts and their impact on the tax attribute reduction model.	\$450.00	0.4	\$180.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) preparing for upcoming meeting with management.	\$450.00	0.7	\$315.00
Browning, Maria	Analyze tax structuring requirements.	\$450.00	2.6	\$1,170.00
Browning, Maria	Meeting with E. Tzavelis (Deloitte) to discuss stalking horse bid transaction and tax consequences.	\$450.00	2.1	\$945.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/12/2018				
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, M. Butler, B. Sullivan, J. Espinola, and F. Omar (all Deloitte) evaluating potential transfer tax issues.	\$450.00	0.6	\$270.00
Bryan, Michael	Review and edit restructuring alternatives presentation.	\$975.00	4.0	\$3,900.00
Butler, Mike	Review tax calculations in the tax model.	\$595.00	2.2	\$1,309.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Sullivan, J. Espinola, and F. Omar (all Deloitte) evaluating potential transfer tax issues.	\$595.00	0.6	\$357.00
Butler, Mike	Call with S. Fielding, J. Allegretti, E. Tzavelis, and M. Browning (all Deloitte) to discuss the recently provided recovery amounts and their impact on the tax attribute reduction model.	\$595.00	0.4	\$238.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) reviewing latest updates to tax attribute model.	\$595.00	1.0	\$595.00
Butler, Mike	Meeting with S. Fielding and J. Allegretti (both Deloitte) to discuss the option for methodologies in calculating the tax basis balance sheet.	\$595.00	0.4	\$238.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to update the tax attribute reduction model based on the revised recovery numbers provided by the Company.	\$595.00	3.0	\$1,785.00
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) preparing for upcoming meeting with management.	\$325.00	0.7	\$227.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, M. Butler, B. Sullivan, J. Espinola, and F. Omar (all Deloitte) evaluating potential transfer tax issues.	\$325.00	0.6	\$195.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/12/2018				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) reviewing latest updates to tax attribute model.	\$325.00	1.0	\$325.00
Collins, Bryan	Plan section 363 transaction steps to result in tax-free reorganizations.	\$975.00	2.8	\$2,730.00
Espinola, Jonathan	Call with Y. Ko (Deloitte) regarding additional revisions to real estate transfer tax analysis.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Call with F. Omar (Deloitte) regarding transfer tax updates.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, J. Allegretti, M. Butler, B. Sullivan, and F. Omar (all Deloitte) evaluating potential transfer tax issues.	\$595.00	0.6	\$357.00
Fairchild, Chris	Perform Missouri research into state conformity with IRC 172(a)(2).	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Mississippi research into state conformity with IRC 172(a)(2).	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform Montana research into state conformity with IRC 172(a)(2).	\$325.00	0.3	\$97.50
Fairchild, Chris	Perform North Carolina research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Minnesota research into state conformity with IRC 172(a)(2).	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform Maine research into state conformity with IRC 172(a)(2).	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform North Dakota research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Michigan research into state conformity with IRC 172(a)(2).	\$325.00	0.5	\$162.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chaten, M. Butler, and J. Allegretti (all Deloitte) reviewing latest updates to tax attribute model.	\$595.00	1.0	\$595.00
Fielding, Stephen	Discussion with E. Tzavelis (Deloitte) regarding tax attribute model, various assumptions, and deliverable.	\$595.00	1.6	\$952.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/12/2018				
Fielding, Stephen	Update attribute reduction model and presentation slides for new assumptions.	\$595.00	2.6	\$1,547.00
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) preparing for upcoming meeting with management.	\$595.00	0.7	\$416.50
Fielding, Stephen	Prepare slides for tax attribute model.	\$595.00	2.8	\$1,666.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis and M. Browning (all Deloitte) to discuss the recently provided recovery amounts and their impact on the tax attribute reduction model.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, J. Allegretti, M. Butler, B. Sullivan, J. Espinola, and F. Omar (all Deloitte) evaluating potential transfer tax issues.	\$595.00	0.6	\$357.00
Forrest, Jonathan	Review creditor recovery considerations.	\$975.00	0.9	\$877.50
Forrest, Jonathan	Review changes to internal tax attribute presentation.	\$975.00	0.3	\$292.50
Forrest, Jonathan	Review illustrative winddown analysis.	\$975.00	0.7	\$682.50
Hospodarsky, Sara	Review and make changes to Sears Roebuck data for Sears Stock Basis study.	\$325.00	1.1	\$357.50
Huston, Michael	Review initial changes in intercompany accounts related to the high level estimate of tax stock basis.	\$850.00	0.7	\$595.00
Ko, Youngbok	Discussion with J. Espinola (Deloitte) on revision of state transfer tax analysis.	\$450.00	0.3	\$135.00
Ko, Youngbok	Update state transfer tax analysis.	\$450.00	1.8	\$810.00
Omar, Fatin	Update transfer tax analysis.	\$725.00	1.0	\$725.00
Omar, Fatin	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, M. Butler, B. Sullivan, J. Espinola (all Deloitte) evaluating potential transfer tax issues.	\$725.00	0.6	\$435.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
12/12/2018				
Sullivan, Brian	Review revised transfer tax model.	\$850.00	1.5	\$1,275.00
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, M. Butler, J. Espinola, and F. Omar (all Deloitte) evaluating potential transfer tax issues.	\$850.00	0.6	\$510.00
Tarrant, Steve	Review ESL 13Ds and set up spreadsheet to track filings.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) reviewing latest updates to tax attribute model.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Discussion with S. Fielding (Deloitte) regarding tax attribute model, various assumptions, and deliverable.	\$850.00	1.6	\$1,360.00
Tzavelis, Elias	Call with S. Fielding, J. Allegretti, M. Butler, and M. Browning (all Deloitte) to discuss the recently provided recovery amounts and their impact on the tax attribute reduction model.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, J. Allegretti, M. Butler, B. Sullivan, J. Espinola, and F. Omar (all Deloitte) evaluating potential transfer tax issues.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, and C. Chatten (all Deloitte) preparing for upcoming meeting with management.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, and C. Chatten (all Deloitte) to discuss state tax planning implications on taxable income estimates.	\$850.00	1.0	\$850.00
12/13/2018				
Allegretti, Joe	Prepare draft of an estimated tax basis balance sheet as of October 2018.	\$325.00	3.0	\$975.00
Allegretti, Joe	Update the estimated tax basis balance sheet.	\$325.00	0.4	\$130.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2018				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Forrest, M. Schreiber, B. Baily (all Deloitte), and Sears tax team regarding management presentation.	\$325.00	1.2	\$390.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) further revising slides for management presentation.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with S. Fielding and M. Butler (both Deloitte) to discuss the updates to the taxable asset sale scenario in the tax attribute reduction model.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss next steps in estimated an updated tax basis balance sheet.	\$325.00	0.1	\$32.50
Allegretti, Joe	Update the tax attribute reduction model for the restructuring slides.	\$325.00	1.9	\$617.50
Allegretti, Joe	Update the tax attribute reduction model.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss the updates to the tax attribute reduction model based on discussions with Weil and Sears personnel.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) planning presentation of stock basis estimates to management.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, M. Schreiber (all Deloitte) and Weil tax team regarding management presentation.	\$325.00	1.3	\$422.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) finalizing stock basis estimates.	\$325.00	0.5	\$162.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2018				
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	6.7	\$2,177.50
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, M. Schreiber (all Deloitte), and Sears tax team regarding management presentation.	\$595.00	1.2	\$714.00
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) finalizing stock basis estimates.	\$595.00	0.5	\$297.50
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber, and K. Corrigan (all Deloitte) planning presentation of stock basis estimates to management.	\$595.00	0.5	\$297.50
Baily, Brianna	Review preliminary tax basis spreadsheet.	\$595.00	0.5	\$297.50
Baily, Brianna	Research G reorg private letter rulings (PLRs) and revenue rulings as background for restructuring slide.	\$595.00	0.8	\$476.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) further revising slides for management presentation.	\$450.00	0.7	\$315.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, and M. Butler (all Deloitte) to discuss taxable asset sale as an emergence transaction.	\$450.00	0.6	\$270.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, and M. Butler (all Deloitte) regarding slides for management presentation.	\$450.00	0.2	\$90.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) finalizing stock basis estimates.	\$450.00	0.5	\$225.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2018				
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) planning presentation of stock basis estimates to management.	\$450.00	0.5	\$225.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, M. Schreiber (all Deloitte) and Weil tax team regarding management presentation.	\$450.00	1.3	\$585.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, M. Schreiber, B. Baily (all Deloitte), and Sears tax team regarding management presentation.	\$450.00	1.2	\$540.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) revising slides for management presentation.	\$450.00	1.3	\$585.00
Browning, Maria	Analyze tax structuring requirements.	\$450.00	4.5	\$2,025.00
Browning, Maria	Call with E. Tzavelis, B. Collins, S. Fielding, and C. Chatten (all Deloitte) making final updates to slides for management presentation.	\$450.00	0.3	\$135.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, M. Schreiber (all Deloitte) and Weil tax team regarding management presentation.	\$595.00	1.3	\$773.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, J. Forrest, M. Schreiber, B. Baily (all Deloitte), and Sears tax team regarding management presentation.	\$595.00	1.2	\$714.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) further revising slides for management presentation.	\$595.00	0.7	\$416.50
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss next steps in estimated an updated tax basis balance sheet.	\$595.00	0.1	\$59.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2018				
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) planning presentation of stock basis estimates to management.	\$595.00	0.5	\$297.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten (all Deloitte) regarding slides for management presentation.	\$595.00	0.2	\$119.00
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss the updates to the tax attribute reduction model based on discussions with Weil and Sears personnel.	\$595.00	0.3	\$178.50
Butler, Mike	Call with S. Fielding and J. Allegretti (both Deloitte) to discuss the updates to the taxable asset sale scenario in the tax attribute reduction model.	\$595.00	0.7	\$416.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) finalizing stock basis estimates.	\$595.00	0.5	\$297.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, and C. Chatten (all Deloitte) to discuss taxable asset sale as an emergence transaction.	\$595.00	0.6	\$357.00
Butler, Mike	Review tax attribute output slides.	\$595.00	1.6	\$952.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, M. Schreiber (all Deloitte) and Weil tax team regarding management presentation.	\$325.00	1.3	\$422.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, J. Forrest, M. Schreiber, B. Baily (all Deloitte), and Sears tax team regarding management presentation.	\$325.00	1.2	\$390.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2018				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) further revising slides for management presentation.	\$325.00	0.7	\$227.50
Chatten, Colin	Call with E. Tzavelis, B. Collins, S. Fielding, and M. Browning (all Deloitte) making final updates to slides for management presentation.	\$325.00	0.3	\$97.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, and M. Butler (all Deloitte) to discuss taxable asset sale as an emergence transaction.	\$325.00	0.6	\$195.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, and M. Butler (all Deloitte) regarding slides for management presentation.	\$325.00	0.2	\$65.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) finalizing stock basis estimates.	\$325.00	0.5	\$162.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) planning presentation of stock basis estimates to management.	\$325.00	0.5	\$162.50
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) revising slides for management presentation.	\$325.00	1.3	\$422.50
Chatten, Colin	Research tax implications of section 368(a)(1)(G) reorganization.	\$325.00	1.7	\$552.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, J. Allegretti, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) planning presentation of stock basis estimates to management.	\$975.00	0.5	\$487.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2018				
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, and C. Chatten (all Deloitte) making final updates to slides for management presentation.	\$975.00	0.3	\$292.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) finalizing stock basis estimates.	\$975.00	0.5	\$487.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, M. Schreiber (all Deloitte) and Weil tax team regarding management presentation.	\$975.00	1.3	\$1,267.50
Collins, Bryan	Review and comment on slide presentation for meeting with Sears senior management.	\$975.00	1.6	\$1,560.00
Corrigan, Kevin	Update deliverable for tax stock basis estimated amounts.	\$595.00	2.8	\$1,666.00
Corrigan, Kevin	Update tax stock basis estimate.	\$595.00	2.5	\$1,487.50
Espinola, Jonathan	Review real property apportionment information for Florida.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Call with C. Fairchild (Deloitte) regarding adding formulas and additional valuation information to transfer tax analysis.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Revise updated transfer tax analysis.	\$595.00	1.5	\$892.50
Espinola, Jonathan	Call with Y. Ko (Deloitte) regarding updated formulas for transfer tax analysis.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review real property apportionment information for Arkansas.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review real property apportionment information for California.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review real property apportionment information for Colorado.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review real property apportionment information for Connecticut.	\$595.00	0.2	\$119.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2018				
Espinola, Jonathan	Review real property apportionment information for Delaware.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review real property apportionment information for District of Columbia.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review updated transfer tax analysis.	\$595.00	0.7	\$416.50
Espinola, Jonathan	Review transfer tax model revisions.	\$595.00	0.8	\$476.00
Espinola, Jonathan	Review real property apportionment information for Alabama.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review revised transfer tax analysis.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review real property apportionment information for Alaska.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review real property apportionment information for Arizona.	\$595.00	0.2	\$119.00
Fairchild, Chris	Perform Pennsylvania research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Update formulas in transfer tax analysis.	\$325.00	2.4	\$780.00
Fairchild, Chris	Call with J. Espinola (Deloitte) regarding adding formulas and additional valuation information to transfer tax analysis.	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform New Hampshire research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform New Jersey research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform New Mexico research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform New York research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Nebraska research into state conformity with IRC 172(a)(2).	\$325.00	0.8	\$260.00
Fairchild, Chris	Perform Oklahoma research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Oregon research into state conformity with IRC 172(a)(2).	\$325.00	0.3	\$97.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2018				
Fielding, Stephen	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) to discuss taxable asset sale as an emergence transaction.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, M. Schreiber (all Deloitte) and Weil tax team regarding management presentation.	\$595.00	1.3	\$773.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, M. Schreiber, B. Baily (all Deloitte), and Sears tax team regarding management presentation.	\$595.00	1.2	\$714.00
Fielding, Stephen	Call with E. Tzavelis, B. Collins, M. Browning, and C. Chatten (all Deloitte) making final updates to slides for management presentation.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) further revising slides for management presentation.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding slides for management presentation.	\$595.00	0.2	\$119.00
Fielding, Stephen	Call with J. Allegretti and M. Butler (both Deloitte) to discuss the updates to the taxable asset sale scenario in the tax attribute reduction model.	\$595.00	0.7	\$416.50
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) revising slides for management presentation.	\$595.00	1.3	\$773.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) finalizing stock basis estimates.	\$595.00	0.5	\$297.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2018				
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) planning presentation of stock basis estimates to management.	\$595.00	0.5	\$297.50
Forrest, Jonathan	Review restructuring alternatives presentation.	\$975.00	1.2	\$1,170.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) finalizing stock basis estimates.	\$975.00	0.5	\$487.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) planning presentation of stock basis estimates to management.	\$975.00	0.5	\$487.50
Forrest, Jonathan	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, E. Tzavelis, M. Schreiber, B. Baily (all Deloitte), and Sears tax team regarding management presentation.	\$975.00	1.2	\$1,170.00
Forrest, Jonathan	Review updated restructuring scenarios presentation.	\$975.00	0.4	\$390.00
Hospodarsky, Sara	Review Sears Roebuck data for 1992 and 1993 for Sears Stock Basis study.	\$325.00	1.6	\$520.00
Hospodarsky, Sara	Input Sears Roebuck tax data for 1992 and 1993 for Sears Stock Basis study.	\$325.00	2.9	\$942.50
Huston, Michael	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) finalizing stock basis estimates.	\$850.00	0.5	\$425.00
Huston, Michael	Review footnotes related to basis report.	\$850.00	1.2	\$1,020.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2018				
Malik, Sana	Call with J. Espinola (Deloitte) regarding state NOL and asset tax basis research.	\$450.00	0.5	\$225.00
Omar, Fatin	Update transfer tax analysis.	\$725.00	0.5	\$362.50
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily (all Deloitte), and Sears tax team regarding management presentation.	\$450.00	1.2	\$540.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and K. Corrigan (all Deloitte) planning presentation of stock basis estimates to management.	\$450.00	0.5	\$225.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins (all Deloitte) and Weil tax team regarding management presentation.	\$450.00	1.3	\$585.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, K. Corrigan, and M. Huston (all Deloitte) finalizing stock basis estimates.	\$450.00	0.5	\$225.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, M. Schreiber, B. Baily (all Deloitte), and Sears tax team regarding management presentation.	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) further revising slides for management presentation.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) planning presentation of stock basis estimates to management.	\$850.00	0.5	\$425.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2018				
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) to discuss taxable asset sale as an emergence transaction.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding slides for management presentation.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, M. Schreiber (all Deloitte) and Weil tax team regarding management presentation.	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Call with B. Collins, S. Fielding, M. Browning, and C. Chatten (all Deloitte) making final updates to slides for management presentation.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, and C. Chatten (all Deloitte) revising slides for management presentation.	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) finalizing stock basis estimates.	\$850.00	0.5	\$425.00
12/14/2018				
Allegretti, Joe	Call with M. Butler and K. Lauret (both Deloitte) to discuss the intercompany balances within the legal entity balance sheets.	\$325.00	0.2	\$65.00
Allegretti, Joe	Weekly advisor call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Huston, K. Corrigan, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$325.00	0.8	\$260.00
Allegretti, Joe	Update the tax attribute reduction model for the most recent stock basis calculation.	\$325.00	0.2	\$65.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/14/2018				
Allegretti, Joe	Update the cancellation of debt portion of the tax attribute reduction model for additional unsecured debt.	\$325.00	1.4	\$455.00
Allegretti, Joe	Review taxable sale scenario to assess whether the same is flowing through the model.	\$325.00	0.1	\$32.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, D. Hoffman, M. Butler, B. Collins (all Deloitte), Deloitte audit team, Weil tax team, Sears tax team, and Sears management personnel to discuss status of tax findings.	\$325.00	1.1	\$357.50
Allegretti, Joe	Meeting with M. Butler (Deloitte) to walk through the different scenarios in the tax attribute reduction model and the updated tax basis balance sheet.	\$325.00	2.1	\$682.50
Allegretti, Joe	Review the latest version of the restructuring slides for today's client meeting.	\$325.00	0.3	\$97.50
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	2.3	\$747.50
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Huston, K. Corrigan, J. Forrest, B. Collins, M. Schreiber, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$595.00	0.8	\$476.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Huston, K. Corrigan, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$450.00	0.8	\$360.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, D. Hoffman, M. Butler, J. Allegretti, B. Collins (all Deloitte), Deloitte audit team, Weil tax team, Sears tax team, and Sears management personnel to discuss status of tax findings.	\$450.00	5.1	\$2,295.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/14/2018				
Butler, Mike	Meeting with J. Allegretti (Deloitte) to walk through the different scenarios in the tax attribute reduction model and the updated tax basis balance sheet.	\$595.00	2.1	\$1,249.50
Butler, Mike	Call with J. Allegretti and K. Lauret (both Deloitte) to discuss the intercompany balances within the legal entity balance sheets.	\$595.00	0.2	\$119.00
Butler, Mike	Review new intercompany balance information provided by the Company for inputs into revised tax basis balance sheets.	\$595.00	1.3	\$773.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, D. Hoffman, J. Allegretti, B. Collins (all Deloitte), Deloitte audit team, Weil tax team, Sears tax team, and Sears management personnel to discuss status of tax findings.	\$595.00	1.1	\$654.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Huston, K. Corrigan, J. Forrest, B. Collins, B. Baily, M. Schreiber, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$595.00	0.8	\$476.00
Chatten, Colin	Review stock basis study and slides for management presentation.	\$325.00	0.7	\$227.50
Chatten, Colin	Weekly advisor call with E. Tzavelis, S. Fielding, M. Browning, M. Huston, K. Corrigan, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$325.00	0.8	\$260.00
Chatten, Colin	Research tax implications of section 368(a)(1)(G) reorganization.	\$325.00	2.4	\$780.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/14/2018				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, D. Hoffman, M. Butler, J. Allegretti, B. Collins (all Deloitte), Deloitte audit team, Weil tax team, Sears tax team, and Sears management personnel to discuss status of tax findings.	\$325.00	1.1	\$357.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, D. Hoffman, M. Butler, J. Allegretti, (all Deloitte), Deloitte audit team, Weil tax team, Sears tax team, and Sears management personnel to discuss status of tax findings.	\$975.00	1.1	\$1,072.50
Collins, Bryan	Weekly advisor call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Huston, K. Corrigan, J. Forrest, B. Baily, M. Schreiber, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$975.00	0.8	\$780.00
Collins, Bryan	Review and comment on presentation slides for meeting with Sears senior management.	\$975.00	2.4	\$2,340.00
Collins, Bryan	Call with E. Tzavelis and S. Fielding (both Deloitte) regarding model output slides and assumptions.	\$975.00	0.7	\$682.50
Corrigan, Kevin	Weekly advisor call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Huston, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$595.00	0.8	\$476.00
Espinola, Jonathan	Review real property apportionment information for Idaho.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review real property apportionment information for Georgia.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review real property apportionment information for Hawaii.	\$595.00	0.2	\$119.00
Fairchild, Chris	Perform South Carolina research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/14/2018				
Fairchild, Chris	Perform Texas research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Review of research into state conformity with IRC 172(a)(2).	\$325.00	0.5	\$162.50
Fairchild, Chris	Perform New York City research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Vermont research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Rhode Island research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Virginia research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Utah research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform West Virginia research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Wisconsin research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Fairchild, Chris	Perform Tennessee research into state conformity with IRC 172(a)(2).	\$325.00	0.4	\$130.00
Feldscher, Taylor	Discuss methodology and research for client's sales tax deliverable with C. Newport (Deloitte).	\$450.00	0.3	\$135.00
Feldscher, Taylor	Review taxability matrix comments for Wyoming.	\$450.00	0.3	\$135.00
Fielding, Stephen	Review attribute reduction model for new assumptions and outputs.	\$595.00	1.5	\$892.50
Fielding, Stephen	Call with B. Collins and E. Tzavelis (both Deloitte) regarding model output slides and assumptions.	\$595.00	0.7	\$416.50
Fielding, Stephen	Weekly advisor call with E. Tzavelis, M. Browning, C. Chatten, M. Huston, K. Corrigan, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$595.00	0.8	\$476.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/14/2018				
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, D. Hoffman, M. Butler, J. Allegretti, B. Collins (all Deloitte), Deloitte audit team, Weil tax team, Sears tax team, and Sears management personnel to discuss status of tax findings.	\$595.00	1.1	\$654.50
Forrest, Jonathan	Weekly advisor call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Huston, K. Corrigan, B. Collins, B. Baily, M. Schreiber, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$975.00	0.8	\$780.00
Hoffman, David	Review restructuring tax analysis.	\$850.00	1.5	\$1,275.00
Hoffman, David	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, D. Hoffman, M. Butler, J. Allegretti, B. Collins (all Deloitte), Deloitte audit team, Weil tax team, Sears tax team, and Sears management personnel to discuss status of tax findings.	\$850.00	1.1	\$935.00
Hospodarsky, Sara	Review data from Sears Roebuck returns.	\$325.00	0.8	\$260.00
Huston, Michael	Weekly advisor call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, K. Corrigan, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$850.00	0.8	\$680.00
Malik, Sana	Research whether Hawaii conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Idaho conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Illinois conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/14/2018				
Malik, Sana	Research whether Indiana conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Iowa conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Update NOL research for Alaska.	\$450.00	1.0	\$450.00
Omar, Fatin	Review transfer tax analysis.	\$725.00	0.2	\$145.00
Schreiber, Mendy	Research characterizations of Sears G reorganization.	\$450.00	1.0	\$450.00
Schreiber, Mendy	Weekly advisor call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Huston, K. Corrigan, J. Forrest, B. Collins, B. Baily, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump	\$450.00	0.8	\$360.00
Tzavelis, Elias	Review cash tax model.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, D. Hoffman, M. Butler, J. Allegretti, B. Collins (all Deloitte), Deloitte audit team, Weil tax team, Sears tax team, and Sears management personnel to discuss status of tax findings.	\$850.00	1.1	\$935.00
Tzavelis, Elias	Weekly advisor call with S. Fielding, M. Browning, C. Chatten, M. Huston, K. Corrigan, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$850.00	0.8	\$680.00
12/15/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Arkansas.	\$450.00	0.7	\$315.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in California.	\$450.00	0.7	\$315.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
12/15/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Colorado.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Alabama.	\$450.00	0.8	\$360.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Arizona.	\$450.00	0.5	\$225.00
12/16/2018				
Chatten, Colin	Review updated third quarter information in Sears Holding Corporation 10-Q.	\$325.00	0.7	\$227.50
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Kansas.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Kentucky.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Louisiana.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Georgia.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Hawaii.	\$450.00	0.8	\$360.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Idaho.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Illinois.	\$450.00	0.7	\$315.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Indiana.	\$450.00	0.7	\$315.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Iowa.	\$450.00	0.5	\$225.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/16/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Connecticut.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in District of Columbia.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Florida.	\$450.00	0.5	\$225.00
Tzavelis, Elias	Call with M. Browning (Deloitte) to discuss emergence transaction structure steps.	\$850.00	0.5	\$425.00
12/17/2018				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding third quarter tax basis balance sheet.	\$325.00	0.5	\$162.50
Allegretti, Joe	Review liabilities to assess whether they tie to their source.	\$325.00	0.3	\$97.50
Allegretti, Joe	Draft email to M. Butler (Deloitte) regarding tax basis balance sheet for 2018 amounts.	\$325.00	0.8	\$260.00
Allegretti, Joe	Analyze draft tax basis balance sheet.	\$325.00	0.3	\$97.50
Allegretti, Joe	Update the tax attribute model to have the section 108(e)(2) liabilities link to a switch on the control sheet tab.	\$325.00	3.0	\$975.00
Baily, Brianna	Review Sears 382 model.	\$595.00	1.2	\$714.00
Baily, Brianna	Review new Sears 10-Q.	\$595.00	0.9	\$535.50
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding third quarter tax basis balance sheet.	\$450.00	0.5	\$225.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, O. Fatin, M. Paxton, B. Sullivan, J. Espinola (all Deloitte), S. Brokke, and M. Morrie (both Sears) regarding schedule of store ownership by legal entity.	\$450.00	0.4	\$180.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/17/2018				
Browning, Maria	Call with E. Tzavelis, S. Fielding, B. Sullivan, J. Espinola, and F. Omar (all Deloitte) to discuss potential transfer tax exposure and analysis.	\$450.00	0.5	\$225.00
Browning, Maria	Follow-up call with E. Tzavelis, S. Fielding, C. Chatten, and M. Lew (all Deloitte) regarding store ownership by legal entity.	\$450.00	0.1	\$45.00
Browning, Maria	Draft emergence structure slides.	\$450.00	2.8	\$1,260.00
Butler, Mike	Review coding of book balance sheet in order to refine tax basis balance sheet as of November 3, 2018.	\$595.00	2.2	\$1,309.00
Butler, Mike	Review deferred tax workpapers in order to refine tax basis balance sheet as of November 3, 2018.	\$595.00	2.4	\$1,428.00
Butler, Mike	Review model outputs for revised tax calculations.	\$595.00	2.7	\$1,606.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) regarding third quarter tax basis balance sheet.	\$595.00	0.5	\$297.50
Chatten, Colin	Follow-up call with E. Tzavelis, S. Fielding, M. Browning, and M. Lew (all Deloitte) regarding store ownership by legal entity.	\$325.00	0.1	\$32.50
Chatten, Colin	Revise emergence transaction structure slides.	\$325.00	3.2	\$1,040.00
Chatten, Colin	Research tax implications of Williams transaction.	\$325.00	1.5	\$487.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) regarding third quarter tax basis balance sheet.	\$325.00	0.5	\$162.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, O. Fatin, M. Paxton, B. Sullivan, J. Espinola (all Deloitte), S. Brokke, and M. Morrie (both Sears) regarding schedule of store ownership by legal entity.	\$325.00	0.4	\$130.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
12/17/2018				
Espinola, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, O. Fatin, M. Paxton, B. Sullivan (all Deloitte), S. Brokke, and M. Morrie (both Sears) regarding schedule of store ownership by legal entity.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Kentucky.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Louisiana.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Maine.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Maryland.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Massachusetts.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Call with M. Browning, E. Tzavelis, F. Omar, and B. Sullivan (all Deloitte) regarding transfer tax model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Illinois.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Indiana.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Iowa.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Kansas.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review transfer tax model and assumptions and notes.	\$595.00	0.4	\$238.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
12/17/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Texas.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Maine.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Maryland.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Massachusetts.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Michigan.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Minnesota.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Mississippi.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Missouri.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Nebraska.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Nevada.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in New Jersey.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in New Mexico.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in New York.	\$450.00	0.5	\$225.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
12/17/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in North Carolina.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in North Dakota.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Ohio.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Oklahoma.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Pennsylvania.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Rhode Island.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in South Carolina.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in South Dakota.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Tennessee.	\$450.00	0.3	\$135.00
Fielding, Stephen	Call with E. Tzavelis, B. Sullivan, J. Espinola, F. Omar, and M. Browning (all Deloitte) to discuss potential transfer tax exposure and analysis.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding third quarter tax basis balance sheet.	\$595.00	0.5	\$297.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/17/2018				
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, O. Fatin, M. Paxton, B. Sullivan, J. Espinola (all Deloitte), S. Brokke, and M. Morrie (both Sears) regarding schedule of store ownership by legal entity.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, and M. Lew (all Deloitte) regarding store ownership by legal entity.	\$595.00	0.1	\$59.50
Fielding, Stephen	Research various rulings and their applicability to potential emergence transactions.	\$595.00	1.9	\$1,130.50
Forrest, Jonathan	Meeting with M. Schreiber (Deloitte) to discuss potential characterizations of Sears G Reorganizations.	\$975.00	0.3	\$292.50
Hermanson, Tom	Discussion of Indian and Hong Kong transfer pricing issues with P. Yoo (Deloitte) and L. Meerschaert and R. Boyle of Sears.	\$850.00	0.9	\$765.00
Malik, Sana	Research whether Minnesota conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Kentucky conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Louisiana conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Maine conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Maryland conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Massachusetts conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/17/2018				
Malik, Sana	Research whether Michigan conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Kansas conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Omar, Fatin	Call with E. Tzavelis, S. Fielding, B. Sullivan, J. Espinola, and M. Browning (all Deloitte) to discuss potential transfer tax exposure and analysis.	\$725.00	0.5	\$362.50
Omar, Fatin	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Paxton, B. Sullivan, J. Espinola (all Deloitte), S. Brokke, and M. Morrie (both Sears) regarding schedule of store ownership by legal entity.	\$725.00	0.4	\$290.00
Paxton, Michael	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, O. Fatin, B. Sullivan, J. Espinola (all Deloitte), S. Brokke, and M. Morrie (both Sears) regarding schedule of store ownership by legal entity.	\$725.00	0.4	\$290.00
Savage, Tara	Review 13D filings for ESL total shares.	\$725.00	0.3	\$217.50
Schreiber, Mendy	Meeting with J. Forrest (Deloitte) to discuss potential characterizations of Sears G Reorganizations.	\$450.00	0.3	\$135.00
Schreiber, Mendy	Research characterizations of Sears G reorganization.	\$450.00	3.0	\$1,350.00
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, B. Sullivan, J. Espinola, F. Omar, and M. Browning (all Deloitte) to discuss potential transfer tax exposure and analysis.	\$850.00	0.5	\$425.00
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, O. Fatin, M. Paxton, J. Espinola (all Deloitte), S. Brokke, and M. Morrie (both Sears) regarding schedule of store ownership by legal entity.	\$850.00	0.4	\$340.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/17/2018				
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, O. Fatin, M. Paxton, B. Sullivan, J. Espinola (all Deloitte), S. Brokke, and M. Morrie (both Sears) regarding schedule of store ownership by legal entity.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, and M. Lew (all Deloitte) regarding store ownership by legal entity.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with S. Fielding, B. Sullivan, J. Espinola, F. Omar, and M. Browning (all Deloitte) to discuss potential transfer tax exposure and analysis.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding third quarter tax basis balance sheet.	\$850.00	0.5	\$425.00
Yoo, Peter	Discussion of Indian and Hong Kong transfer pricing issues with T. Hermanson (Deloitte) and L. Meerschaert and R. Boyle of Sears.	\$850.00	0.9	\$765.00
12/18/2018				
Allegretti, Joe	Prepare tax attribute reduction model and recent tax basis balance sheet for call with the client.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding status of certain outstanding items.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding status of tax basis balance sheet.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Browning, M. Schreiber, C. Chatten, and M. Butler (all Deloitte), Weil tax team, and Lazard regarding tax findings and valuation estimates.	\$325.00	1.0	\$325.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/18/2018				
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss the outputs within the tax attribute reduction model to be included in the restructuring slide deck.	\$325.00	0.9	\$292.50
Allegretti, Joe	Update tax attribute reduction model based on the additional discussions related to the taxable asset sale.	\$325.00	0.3	\$97.50
Allegretti, Joe	Update the tax attribute reduction model's deliverable slides.	\$325.00	0.3	\$97.50
Allegretti, Joe	Update the tax attribute reduction model for the scenarios discussed with Lazard.	\$325.00	0.8	\$260.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to update the tax attribute reduction model for the scenarios recently discussed with Lazard related to the G reorganization and taxable asset sale.	\$325.00	3.0	\$975.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Butler, M. Browning, and C. Chatten (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$325.00	1.2	\$390.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte), L. Meerschaert, C. Olsen, and D. Meyer (Sears) regarding updated tax basis balance sheet.	\$325.00	0.7	\$227.50
Baily, Brianna	Review Sears 382 memo.	\$595.00	1.5	\$892.50
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti (all Deloitte), L. Meerschaert, C. Olsen, and D. Meyer (Sears) regarding updated tax basis balance sheet.	\$450.00	0.7	\$315.00
Browning, Maria	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Schreiber, C. Chatten, M. Butler, and J. Allegretti (all Deloitte), Weil tax team, and Lazard regarding tax findings and valuation estimates.	\$450.00	1.0	\$450.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/18/2018				
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding status of certain outstanding items.	\$450.00	0.7	\$315.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding status of tax basis balance sheet.	\$450.00	0.5	\$225.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and C. Chatten (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$450.00	1.2	\$540.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding request from Lazard.	\$450.00	1.2	\$540.00
Browning, Maria	Update Sears transaction step slide.	\$450.00	2.9	\$1,305.00
Browning, Maria	Discussion with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding emergence scenarios.	\$450.00	1.1	\$495.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) regarding status of tax basis balance sheet.	\$595.00	0.5	\$297.50
Butler, Mike	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Browning, M. Schreiber, C. Chatten, and J. Allegretti (all Deloitte), Weil tax team, and Lazard regarding tax findings and valuation estimates.	\$595.00	1.0	\$595.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss the outputs within the tax attribute reduction model to be included in the restructuring slide deck.	\$595.00	0.9	\$535.50
Butler, Mike	Meeting with J. Allegretti (Deloitte) to update the tax attribute reduction model for the scenarios recently discussed with Lazard related to the G reorganization and taxable asset sale.	\$595.00	3.0	\$1,785.00
Butler, Mike	Review revised tax slides and tax model outputs.	\$595.00	2.2	\$1,309.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/18/2018				
Butler, Mike	Call with E. Tzavelis, S. Fielding, J. Allegretti, M. Browning, and C. Chatten (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$595.00	1.2	\$714.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti (all Deloitte), L. Meerschaert, C. Olsen, and D. Meyer (Sears) regarding updated tax basis balance sheet.	\$595.00	0.7	\$416.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) regarding status of certain outstanding items.	\$595.00	0.7	\$416.50
Chatten, Colin	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Browning, and M. Schreiber (all Deloitte), Weil tax team, and Lazard regarding tax findings and valuation estimates.	\$325.00	1.0	\$325.00
Chatten, Colin	Call with E. Tzavelis, B. Collins, and S. Fielding (all Deloitte) regarding status and timing of certain deliverables.	\$325.00	0.2	\$65.00
Chatten, Colin	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Browning, M. Schreiber, M. Butler, and J. Allegretti (all Deloitte), Weil tax team, and Lazard regarding tax findings and valuation estimates.	\$325.00	1.0	\$325.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and M. Browning (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$325.00	1.2	\$390.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti (all Deloitte), L. Meerschaert, C. Olsen, and D. Meyer (Sears) regarding updated tax basis balance sheet.	\$325.00	0.7	\$227.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) regarding status of certain outstanding items.	\$325.00	0.7	\$227.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/18/2018				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) regarding status of tax basis balance sheet.	\$325.00	0.5	\$162.50
Chatten, Colin	Discussion with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) regarding emergence scenarios.	\$325.00	1.1	\$357.50
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) regarding request from Lazard.	\$325.00	1.2	\$390.00
Collins, Bryan	Call with E. Tzavelis, F. Fielding, M. Browning, C. Chaten, and J. Forrest (all Deloitte) regarding status and timing of certain deliverables.	\$975.00	0.2	\$195.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, M. Schreiber, C. Chaten, M. Butler, and J. Allegretti (all Deloitte), Weil tax team, and Lazard regarding tax findings and valuation estimates.	\$975.00	1.0	\$975.00
Espinola, Jonathan	Draft email to B. Sullivan (Deloitte) regarding transfer tax summary.	\$595.00	0.1	\$59.50
Espinola, Jonathan	Meeting with F. Omar (Deloitte) regarding summary transfer tax email.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Michigan.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Minnesota.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Mississippi.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review apportionment research and analysis for sale of real property in Missouri.	\$595.00	0.3	\$178.50
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Alabama.	\$450.00	0.1	\$45.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/18/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Arizona.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Arkansas.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Tennessee.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Texas.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Utah.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Utah.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Wyoming.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Vermont.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Virginia.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Washington.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Washington.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in West Virginia.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in California.	\$450.00	0.2	\$90.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
12/18/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Colorado.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Connecticut.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Virginia.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Wisconsin.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Wisconsin.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Illinois.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Maine.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in District of Columbia.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Florida.	\$450.00	0.5	\$225.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Georgia.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Hawaii.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Idaho.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Missouri.	\$450.00	0.2	\$90.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
12/18/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Indiana.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Iowa.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Kansas.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Kentucky.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Louisiana.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in North Carolina.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Maryland.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Massachusetts.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Michigan.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Minnesota.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Mississippi.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in South Carolina.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Nebraska.	\$450.00	0.2	\$90.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
12/18/2018				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Nevada.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in New Jersey.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in New Mexico.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in New York.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Vermont.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in North Dakota.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Ohio.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Oklahoma.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Pennsylvania.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Rhode Island.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in West Virginia.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in South Dakota.	\$450.00	0.1	\$45.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/18/2018				
Fielding, Stephen	Call with E. Tzavelis, B. Collins, J. Forrest, M. Browning, M. Schreiber, C. Chatten, M. Butler, and J. Allegretti (all Deloitte), Weil tax team, and Lazard regarding tax findings and valuation estimates.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti (all Deloitte), L. Meerschaert, C. Olsen, and D. Meyer (Sears) regarding updated tax basis balance sheet.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding status of certain outstanding items.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding status of tax basis balance sheet.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, M. Butler, J. Allegretti, M. Browning, and C. Chatten (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$595.00	1.2	\$714.00
Fielding, Stephen	Discussion with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) regarding emergence scenarios.	\$595.00	1.1	\$654.50
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) regarding request from Lazard.	\$595.00	1.2	\$714.00
Fielding, Stephen	Call with E. Tzavelis, B. Collins, F. Fielding, M. Browning, and C. Chatten (all Deloitte) regarding status and timing of certain deliverables.	\$595.00	0.2	\$119.00
Forrest, Jonathan	Call with E. Tzavelis, B. Collins, S. Fielding, M. Browning, M. Schreiber, C. Chatten, M. Butler, and J. Allegretti (all Deloitte), Weil tax team, and Lazard regarding tax findings and valuation estimates.	\$975.00	1.0	\$975.00
Hospodarsky, Sara	Begin work on basis file for Sears Stock Basis study.	\$325.00	0.8	\$260.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/18/2018				
Malik, Sana	Research whether New Jersey conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether North Carolina conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether North Dakota conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Mississippi conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Missouri conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Montana conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Nebraska conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether New Hampshire conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Savage, Tara	Review 13D filings for ESL total shares and reconfirm shares tie to tax models.	\$725.00	1.5	\$1,087.50
Savage, Tara	Prepare additional schedule to reconcile ESL shares and to track distributions by ESL entities.	\$725.00	1.8	\$1,305.00
Savage, Tara	Update memo for treatment of ESL distributions as stock sales in the model.	\$725.00	0.5	\$362.50
Schreiber, Mendy	Research characterizations of Sears G reorganization.	\$450.00	3.5	\$1,575.00
Schreiber, Mendy	Call with E. Tzavelis, B. Collins, J. Forrest, S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte), Weil tax team, and Lazard regarding tax findings and valuation estimates.	\$450.00	1.0	\$450.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/18/2018				
Tarrant, Steve	Review of section 382 analysis.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti (all Deloitte), L. Meerschaert, C. Olsen, and D. Meyer (Sears) regarding updated tax basis balance sheet.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding status of tax basis balance sheet.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with B. Collins, F. Fielding, and C. Chatten (all Deloitte) regarding status and timing of certain deliverables.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with B. Collins, J. Forrest, S. Fielding, M. Browning, M. Schreiber, C. Chatten, M. Butler, and J. Allegretti (all Deloitte), Weil tax team, and Lazard regarding tax findings and valuation estimates.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, and C. Chatten (all Deloitte) regarding request from Lazard.	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding status of certain outstanding items.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Fielding, M. Butler, J. Allegretti, M. Browning, and C. Chatten (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Discussion with S. Fielding, M. Browning, and C. Chatten (all Deloitte) regarding emergence scenarios.	\$850.00	1.1	\$935.00
12/19/2018				
Allegretti, Joe	Code the cumulative deferred balances provided by the Company and pull into the tax attribute reduction model.	\$325.00	3.0	\$975.00
Allegretti, Joe	Update 2018 cumulative deferred balances worksheet to pull into the tax attribute reduction model.	\$325.00	1.4	\$455.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/19/2018				
Allegretti, Joe	Update the tax attribute model and 2018 draft of the tax basis balance sheet.	\$325.00	2.2	\$715.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to refine the tax attribute reduction model and continue to draft the 2018 tax basis balance sheet.	\$325.00	2.8	\$910.00
Allegretti, Joe	Call with M. Butler, M. Paxton, and J. Espinola (all Deloitte) to discuss the tax attribute reduction model and potential assumptions for the state tax analysis.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with M. Butler, S. Fielding, and M. Browning (all Deloitte) to discuss the taxable asset scenario within the tax attribute reduction model.	\$325.00	0.2	\$65.00
Allegretti, Joe	Call with M. Butler, S. Fielding, E. Tzavelis, M. Browning, B. Sullivan, M. Paxton and J. Espinola (all Deloitte) to discuss the current scenarios in the tax attribute reduction model and potential state tax implications.	\$325.00	0.8	\$260.00
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	4.3	\$1,397.50
Baily, Brianna	Revise prior transaction summary.	\$595.00	1.3	\$773.50
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, B. Collins, J. Forrest, M. Schreiber, S. Tarrant, J. Lowry, and T. Savage (all Deloitte), and L. Meerschaert (Sears) regarding IRC section 382 analysis.	\$595.00	0.4	\$238.00
Browning, Maria	Update transaction steps for potential emergence transaction scenarios.	\$450.00	2.9	\$1,305.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, B. Collins, J. Forrest, B. Baily, M. Schreiber, S. Tarrant, J. Lowry, and T. Savage (all Deloitte), and L. Meerschaert (Sears) regarding IRC section 382 analysis.	\$450.00	0.4	\$180.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/19/2018				
Browning, Maria	Call with E. Tzavelis and S. Fielding (both Deloitte) to discuss allocation of value to assets.	\$450.00	0.6	\$270.00
Browning, Maria	Call with J. Allegretti, M. Butler, and S. Fielding (all Deloitte) to discuss the taxable asset scenario within the tax attribute reduction model.	\$450.00	0.2	\$90.00
Browning, Maria	Call with J. Allegretti, S. Fielding, E. Tzavelis, M. Browning, B. Sullivan, M. Paxton, and J. Espinola (all Deloitte) to discuss the current scenarios in the tax attribute reduction model and potential state tax implications.	\$450.00	0.8	\$360.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding revisions to illustrative restructuring alternatives deck.	\$450.00	0.7	\$315.00
Browning, Maria	Analyze store location information.	\$450.00	2.8	\$1,260.00
Butler, Mike	Call with J. Allegretti, M. Paxton, and J. Espinola (all Deloitte) to discuss the tax attribute reduction model and potential assumptions for the state tax analysis.	\$595.00	0.5	\$297.50
Butler, Mike	Call with J. Allegretti, S. Fielding, E. Tzavelis, M. Browning, B. Sullivan, M. Paxton and J. Espinola (all Deloitte) to discuss the current scenarios in the tax attribute reduction model and potential state tax implications.	\$595.00	0.8	\$476.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to refine the tax attribute reduction model and continue to draft the 2018 tax basis balance sheet.	\$595.00	2.8	\$1,666.00
Butler, Mike	Review revised tax model outputs.	\$595.00	1.4	\$833.00
Butler, Mike	Review updated tax basis balance sheet for coding of deferreds and calculation of tax basis in assets.	\$595.00	2.9	\$1,725.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/19/2018				
Butler, Mike	Call with J. Allegretti, S. Fielding, and M. Browning (all Deloitte) to discuss the taxable asset scenario within the tax attribute reduction model.	\$595.00	0.2	\$119.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, B. Collins, J. Forrest, B. Baily, M. Schreiber, S. Tarrant, J. Lowry, and T. Savage (all Deloitte), and L. Meerschaert (Sears) regarding IRC section 382 analysis.	\$325.00	0.4	\$130.00
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) regarding revisions to illustrative restructuring alternatives deck.	\$325.00	0.7	\$227.50
Collins, Bryan	Review section 382 study spreadsheets.	\$975.00	0.7	\$682.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Baily, and M. Browning (all Deloitte) to discuss slides depicting tax alternative scenarios.	\$975.00	0.9	\$877.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, J. Forrest, B. Baily, M. Schreiber, S. Tarrant, J. Lowry, and T. Savage (all Deloitte), and L. Meerschaert (Sears) regarding IRC section 382 analysis.	\$975.00	0.4	\$390.00
Espinola, Jonathan	Call with J. Allegretti, M. Butler, and M. Paxton (all Deloitte) regarding taxable gain model and state specific information for state model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Call with M. Paxton (Deloitte) regarding state tax model and possible methodology.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Call with B. Sullivan and M. Paxton (both Deloitte) to discuss the current scenarios in the tax attribute reduction model and potential state tax implications.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Call with C. Fairchild (Deloitte) regarding state income tax model formula revisions.	\$595.00	0.2	\$119.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/19/2018				
Espinola, Jonathan	Update state gain model for taxable asset sale scenario with NOL limitation.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Call with M. Paxton and B. Sullivan (both Deloitte) regarding state modeling of taxable asset sale scenario and available information.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, M. Browning, B. Sullivan and M. Paxton (all Deloitte) to discuss the current scenarios in the tax attribute reduction model and potential state tax implications.	\$595.00	0.8	\$476.00
Fairchild, Chris	Revise state income tax model formula.	\$325.00	0.7	\$227.50
Fairchild, Chris	Call with J. Espinola (Deloitte) regarding state income tax model formula revision.	\$325.00	0.2	\$65.00
Fielding, Stephen	Update attribute reduction model for various value scenarios.	\$595.00	2.4	\$1,428.00
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) regarding revisions to illustrative restructuring alternatives deck.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with E. Tzavelis and M. Browning (both Deloitte) to discuss allocation of value to assets.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, B. Collins, J. Forrest, B. Baily, M. Schreiber, S. Tarrant, J. Lowry, and T. Savage (all Deloitte), and L. Meerschaert (Sears) regarding IRC section 382 analysis.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, M. Browning, B. Sullivan, M. Paxton, and J. Espinola (all Deloitte) to discuss the current scenarios in the tax attribute reduction model and potential state tax implications.	\$595.00	0.8	\$476.00
Fielding, Stephen	Draft attribute reduction model assumptions.	\$595.00	1.8	\$1,071.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/19/2018				
Fielding, Stephen	Call with J. Allegretti, M. Butler, and M. Browning (all Deloitte) to discuss the taxable asset scenario within the tax attribute reduction model.	\$595.00	0.2	\$119.00
Forrest, Jonathan	Review restructuring alternatives.	\$975.00	0.8	\$780.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, B. Collins, B. Baily, M. Schreiber, S. Tarrant, J. Lowry, and T. Savage (all Deloitte), and L. Meerschaert (Sears) regarding IRC section 382 analysis.	\$975.00	0.4	\$390.00
Hermanson, Tom	Follow-up with R. Boyle and L. Meerschaert of Sears on transfer pricing, MTN, and 1099 reporting issues.	\$850.00	1.5	\$1,275.00
Hoffman, David	Review news on credit bid and related correspondence with E. Tzavelis (Deloitte).	\$850.00	0.6	\$510.00
Hospodarsky, Sara	Prepare DTEP basis file for Sears Stock Basis study.	\$325.00	2.1	\$682.50
Lowry, Jamie	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, B. Collins, J. Forrest, B. Baily, M. Schreiber, S. Tarrant, and T. Savage (all Deloitte), and L. Meerschaert (Sears) regarding IRC section 382 analysis.	\$595.00	0.4	\$238.00
Malik, Sana	Research whether New Mexico conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether New York City conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether New York conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Oklahoma conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/19/2018				
Malik, Sana	Research whether Oregon conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether South Carolina conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Pennsylvania conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Rhode island conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Omar, Fatin	Prepare transfer tax analysis.	\$725.00	0.3	\$217.50
Paxton, Michael	Call with J. Allegretti, M. Butler, and J. Espinola (all Deloitte) to discuss the tax attribute reduction model and potential assumptions for the state tax analysis.	\$725.00	0.5	\$362.50
Paxton, Michael	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, M. Browning, B. Sullivan, and J. Espinola (all Deloitte) to discuss the current scenarios in the tax attribute reduction model and potential state tax implications.	\$725.00	0.8	\$580.00
Paxton, Michael	Review federal tax asset sale model and consider potential state implications.	\$725.00	1.1	\$797.50
Paxton, Michael	Call with B. Sullivan and J. Espinola (both Deloitte) to discuss the current scenarios in the tax attribute reduction model and potential state tax implications.	\$725.00	0.3	\$217.50
Savage, Tara	Prepare ESL questionnaire with information from 2014 to 2018.	\$725.00	1.0	\$725.00
Savage, Tara	Update memo for treatment of ESL distributions as stock sales in the model.	\$725.00	1.5	\$1,087.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/19/2018				
Savage, Tara	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, B. Collins, J. Forrest, B. Baily, M. Schreiber, S. Tarrant, and J. Lowry (all Deloitte), and L. Meerschaert (Sears) regarding IRC section 382 analysis.	\$725.00	0.4	\$290.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, B. Collins, J. Forrest, B. Baily, S. Tarrant, J. Lowry, and T. Savage (all Deloitte), and L. Meerschaert (Sears) regarding IRC section 382 analysis.	\$450.00	0.4	\$180.00
Sullivan, Brian	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, M. Browning, M. Paxton and J. Espinola (all Deloitte) to discuss the current scenarios in the tax attribute reduction model and potential state tax implications.	\$850.00	0.8	\$680.00
Sullivan, Brian	Call with M. Paxton and J. Espinola (both Deloitte) to discuss the current scenarios in the tax attribute reduction model and potential state tax implications.	\$850.00	0.3	\$255.00
Tarrant, Steve	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, B. Collins, J. Forrest, B. Baily, M. Schreiber, J. Lowry, and T. Savage (all Deloitte), and L. Meerschaert (Sears) regarding IRC section 382 analysis.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding and M. Browning (both Deloitte) to discuss allocation of value to assets.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, M. Browning, B. Sullivan, M. Paxton and J. Espinola (all Deloitte) to discuss the current scenarios in the tax attribute reduction model and potential state tax implications.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, and C. Chatten (all Deloitte) regarding revisions to illustrative restructuring alternatives deck.	\$850.00	0.7	\$595.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/19/2018				
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, B. Collins, J. Forrest, B. Baily, M. Schreiber, S. Tarrant, J. Lowry, and T. Savage (all Deloitte), and L. Meerschaert (Sears) regarding IRC section 382 analysis.	\$850.00	0.4	\$340.00
12/20/2018				
Allegretti, Joe	Review tax attribute model.	\$325.00	0.7	\$227.50
Allegretti, Joe	Prepare Excel spreadsheet regarding detailed breakdown of deferred tax balances.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with M. Butler, J. Espinola, and B. Sullivan (all Deloitte) to discuss the structure of the tax attribute reduction model and the different scenarios.	\$325.00	0.2	\$65.00
Allegretti, Joe	Update the tax attribute reduction model for the net operating loss detailed tables to include in the restructuring slides.	\$325.00	1.6	\$520.00
Allegretti, Joe	Analyze 2018 deferred balances and trace them through to their respective general ledger accounts.	\$325.00	3.0	\$975.00
Allegretti, Joe	Call with M. Butler, K. Lauret, and M. Allen (all Deloitte) to discuss the methodology behind the Company's book basis balance sheet and its general ledger accounting.	\$325.00	0.2	\$65.00
Allegretti, Joe	Call with M. Butler, S. Fielding, E. Tzavelis, and M. Browning (all Deloitte) to discuss updated to the tax attribute reduction model and restructuring slide deck based on prior call with Washington National Tax team.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with E. Tzavelis, B. Collins, S. Fielding, M. Butler, B. Baily, and M. Browning (all Deloitte) to discuss slides depicting tax alternative scenarios.	\$325.00	0.9	\$292.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/20/2018				
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss the updates to the tax attribute model, specifically related to the net operating loss detail.	\$325.00	0.3	\$97.50
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	3.7	\$1,202.50
Baily, Brianna	Call with E. Tzavelis, B. Collins, S. Fielding, M. Butler, J. Allegretti, and M. Browning (all Deloitte) to discuss slides depicting tax alternative scenarios.	\$595.00	0.9	\$535.50
Baily, Brianna	Review update restructuring alternatives slides.	\$595.00	1.3	\$773.50
Browning, Maria	Call with J. Allegretti, M. Butler, S. Fielding, and E. Tzavelis (all Deloitte) to discuss updated to the tax attribute reduction model and restructuring slide deck based on prior call with Washington National Tax team.	\$450.00	0.3	\$135.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding (both Deloitte), R. Boyle, C. Olsen, and D. Meyer (all Sears) to discuss ESL tax data requests.	\$450.00	0.5	\$225.00
Browning, Maria	Analyze list of open and closed stores by legal entity owner and location for transfer tax purposes.	\$450.00	2.6	\$1,170.00
Browning, Maria	Call with E. Tzavelis, S. Fielding (both Deloitte), L. Meerschaert, R. Boyle, and C. Olsen (all Sears) to discuss Sears Home Services business line.	\$450.00	0.6	\$270.00
Browning, Maria	Update tax emergence transaction scenario deck.	\$450.00	2.5	\$1,125.00
Browning, Maria	Meeting with E. Tzavelis and S. Fielding (both Deloitte) to discuss tax emergence transaction model output slides.	\$450.00	0.7	\$315.00
Browning, Maria	Call with E. Tzavelis, B. Collins, S. Fielding, M. Butler, J. Allegretti, and B. Baily (all Deloitte) to discuss slides depicting tax alternative scenarios.	\$450.00	0.9	\$405.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/20/2018				
Browning, Maria	Call with E. Tzavelis, B. Sullivan, S. Fielding (all Deloitte) to discuss adding state tax information to tax transaction model.	\$450.00	0.6	\$270.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding (both Deloitte), and S. Goldring (Weil) to discuss tax emergence transaction model output slides.	\$450.00	0.9	\$405.00
Butler, Mike	Call with J. Allegretti, J. Espinola, and B. Sullivan (all Deloitte) to discuss the structure of the tax attribute reduction model and the different scenarios.	\$595.00	0.2	\$119.00
Butler, Mike	Call with J. Allegretti, K. Lauret, and M. Allen (all Deloitte) to discuss the methodology behind the Company's book basis balance sheet and its general ledger accounting.	\$595.00	0.2	\$119.00
Butler, Mike	Update modeling scenarios and tax outputs.	\$595.00	2.8	\$1,666.00
Butler, Mike	Review updated tax basis balance sheet for calculation of tax basis as of November 3, 2018.	\$595.00	2.9	\$1,725.50
Butler, Mike	Draft email to Sears tax team regarding process of building the tax basis balance sheet and open information needed.	\$595.00	1.4	\$833.00
Butler, Mike	Call with J. Allegretti, S. Fielding, E. Tzavelis and M. Browning (all Deloitte) to discuss updated to the tax attribute reduction model and restructuring slide deck based on prior call with Washington National Tax team.	\$595.00	0.3	\$178.50
Chatten, Colin	Revise schedule of store and real estate ownership by legal/tax entity and financial reporting entity.	\$325.00	4.6	\$1,495.00
Collins, Bryan	Review tax model output slides.	\$975.00	1.0	\$975.00
Espinola, Jonathan	Call with C. Kim (Deloitte) regarding state attribute reduction model.	\$595.00	0.5	\$297.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/20/2018				
Espinola, Jonathan	Call with J. Allegretti, M. Butler, and B. Sullivan (all Deloitte) to discuss the structure of the tax attribute reduction model and the different scenarios.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Prepare draft transfer tax summary.	\$595.00	0.8	\$476.00
Espinola, Jonathan	Review state attribute reduction formulas.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review email correspondence from B. Sullivan (Deloitte) regarding transfer tax model.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Prepare state template to analyze state tax reduction.	\$595.00	0.8	\$476.00
Fielding, Stephen	Call with E. Tzavelis, B. Collins, M. Butler, J. Allegretti, B. Baily, and M. Browning (all Deloitte) to discuss slides depicting tax alternative scenarios.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning (both Deloitte), L. Meerschaert, R. Boyle, and C. Olsen (Sears) to discuss Sears Home Services business line.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis and M. Browning (all Deloitte) to discuss updated to the tax attribute reduction model and restructuring slide deck based on prior call with Washington National Tax team.	\$595.00	0.3	\$178.50
Fielding, Stephen	Update tax attribute model output summary slides for new assumptions.	\$595.00	4.1	\$2,439.50
Fielding, Stephen	Meeting with E. Tzavelis and M. Browning (both Deloitte) to discuss tax emergence transaction model output slides.	\$595.00	0.7	\$416.50
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning (both Deloitte), R. Boyle, C. Olsen, and D. Meyer (Sears) to discuss ESL tax data requests.	\$595.00	0.5	\$297.50
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning (both Deloitte), and S. Goldring (Weil) to discuss tax emergence transaction model output slides.	\$595.00	0.9	\$535.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/20/2018				
Fielding, Stephen	Call with E. Tzavelis, B. Sullivan, and M. Browning (all Deloitte) to discuss adding state tax information to tax transaction model.	\$595.00	0.6	\$357.00
Forrest, Jonathan	Review restructuring alternatives.	\$975.00	0.6	\$585.00
Hospodarsky, Sara	Prepare basis file for Sears Stock Basis study.	\$325.00	2.7	\$877.50
Hospodarsky, Sara	Review entity ownership for basis file for Sears Stock Basis study.	\$325.00	2.9	\$942.50
Hospodarsky, Sara	Input tax data for basis file for Sears Stock Basis study.	\$325.00	2.9	\$942.50
Kim, Charlie	Call with J. Espinola (Deloitte) regarding building out state attribute reduction model.	\$325.00	0.5	\$162.50
Kim, Charlie	Populate Sears Holding Corporation tab of CODI model.	\$325.00	0.8	\$260.00
Malik, Sana	Research whether Texas conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Utah conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Vermont conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Virginia conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether West Virginia conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Update NOL research for Arkansas.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Wisconsin conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00
Malik, Sana	Research whether Tennessee conforms to IRC Section 172(a)(2) NOL 80% deduction allowed.	\$450.00	1.0	\$450.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/20/2018				
Omar, Fatin	Review transfer tax analysis.	\$725.00	1.0	\$725.00
Sullivan, Brian	Prepare high-level taxable asset sale scenario state tax projection.	\$850.00	1.4	\$1,190.00
Sullivan, Brian	Review realty transfer tax summary and draft assumptions used in calculations.	\$850.00	1.1	\$935.00
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) to discuss adding state tax information to tax transaction model.	\$850.00	0.6	\$510.00
Sullivan, Brian	Call with J. Allegretti, M. Butler, and J. Espinola (all Deloitte) to discuss the structure of the tax attribute reduction model and the different scenarios.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with B. Collins, S. Fielding, M. Butler, J. Allegretti, B. Baily, and M. Browning (all Deloitte) to discuss slides depicting tax alternative scenarios.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with B. Sullivan, S. Fielding, and M. Browning (all Deloitte) to discuss adding state tax information to tax transaction model.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, and M. Browning (all Deloitte) to discuss updated to the tax attribute reduction model and restructuring slide deck based on prior call with Washington National Tax team.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with S. Fielding, M. Browning (both Deloitte), L. Meerschaert, R. Boyle, and C. Olsen (all Sears) to discuss Sears Home Services business line.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning (both Deloitte), and S. Goldring (Weil) to discuss tax emergence transaction model output slides.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Meeting with S. Fielding and M. Browning (both Deloitte) to discuss tax emergence transaction model output slides.	\$850.00	0.7	\$595.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/20/2018				
Tzavelis, Elias	Meeting with S. Fielding, M. Browning (both Deloitte), R. Boyle, C. Olsen, and D. Meyer (Sears) to discuss ESL tax data requests.	\$850.00	0.5	\$425.00
12/21/2018				
Atwal, Justin	Input tax data for Sears basis study.	\$325.00	2.0	\$650.00
Chatten, Colin	Revise illustrative restructuring alternatives slides.	\$325.00	2.9	\$942.50
Collins, Bryan	Meeting with M. Schreiber (Deloitte) to discuss potential characterizations of Sears G Reorganizations.	\$975.00	0.4	\$390.00
Collins, Bryan	Review and comment on Hong Kong tax response.	\$975.00	0.4	\$390.00
Espinola, Jonathan	Review updated state attribute reduction model and make additional revisions.	\$595.00	0.7	\$416.50
Hospodarsky, Sara	Input tax data for basis file for Sears Stock Basis study.	\$325.00	2.8	\$910.00
Hospodarsky, Sara	Analyze liquidation dates for entities throughout the applicable basis file years for Sears Stock Basis study.	\$325.00	2.2	\$715.00
Malik, Sana	Update NOL research for Arizona.	\$450.00	1.0	\$450.00
Malik, Sana	Update NOL research for Connecticut.	\$450.00	1.0	\$450.00
Malik, Sana	Update NOL research for Georgia.	\$450.00	0.3	\$135.00
Tarrant, Steve	Update Section 382 memo.	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Review tax attribute reduction model summary slides.	\$850.00	0.8	\$680.00
12/22/2018				
Allegretti, Joe	Call with S. Fielding and E. Tzavelis (both Deloitte) to discuss the updates to the cancellation of debt calculation within the tax attribute reduction model.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with S. Fielding (Deloitte) to discuss the update to the cancellation of debt calculation within the tax attribute reduction model.	\$325.00	0.3	\$97.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/22/2018				
Allegretti, Joe	Update cancellation of debt calculation within the tax attribute reduction model.	\$325.00	2.8	\$910.00
Browning, Maria	Call with E. Tzavelis and S. Fielding (both Deloitte) to discuss tax data room deliverables.	\$450.00	1.2	\$540.00
Fielding, Stephen	Call with J. Allegretti (Deloitte) to discuss the update to the cancellation of debt calculation within the tax attribute reduction model.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with J. Allegretti and E. Tzavelis (both Deloitte) to discuss the updates to the cancellation of debt calculation within the tax attribute reduction model.	\$595.00	0.4	\$238.00
Forrest, Jonathan	Call with S. Tarrant (Deloitte) regarding NOL questionnaire.	\$975.00	0.3	\$292.50
Forrest, Jonathan	Review section 382 study and memo.	\$975.00	2.2	\$2,145.00
Tarrant, Steve	Call with J. Forrest (Deloitte) regarding NOL questionnaire.	\$850.00	0.3	\$255.00
Tarrant, Steve	Update to ESL Section 382 questionnaire.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with J. Allegretti and S. Fielding (both Deloitte) to discuss the updates to the cancellation of debt calculation within the tax attribute reduction model.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Review tax attribute reduction model summary slides.	\$850.00	1.1	\$935.00
Tzavelis, Elias	Call with S. Fielding and M. Browning (both Deloitte) to discuss tax data room deliverables.	\$850.00	1.2	\$1,020.00
12/23/2018				
Hoffman, David	Review select case developments for tax workstream implications.	\$850.00	0.5	\$425.00
Hoffman, David	Review summary client analysis and draft basis computations.	\$850.00	1.3	\$1,105.00
Sullivan, Brian	Analyze state sales tax consequences in states that do not provide a casual sale exemption for taxable asset sale scenario.	\$850.00	2.1	\$1,785.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
12/24/2018				
Sullivan, Brian	Research state tax impact of shift of value to trademarks owned by Sears Brands, LLC.	\$850.00	1.4	\$1,190.00
12/25/2018				
Collins, Bryan	Review transaction summary with respect to Sears Home Improvement Products, Inc (SHIP).	\$975.00	0.5	\$487.50
12/26/2018				
Allegretti, Joe	Call with M. Butler, M. Browning, E. Tzavelis, and S. Fielding (all Deloitte) to discuss updates to the tax attribution model and restructuring slide deck based on an updated equity value.	\$325.00	0.6	\$195.00
Allegretti, Joe	Update the tax attribute reduction model for the updates in the equity value and making any necessary edits to the restructuring slides.	\$325.00	2.3	\$747.50
Browning, Maria	Call with E. Tzavelis (Deloitte), R. Boyle, and C. Olsen (both Sears) to discuss data requests on Sears Home Services sale.	\$450.00	0.4	\$180.00
Browning, Maria	Call with E. Tzavelis, B. Collins, S. Fielding (all Deloitte), Sears tax team, and Lazard to discuss potential sale of Sears Home Services.	\$450.00	0.8	\$360.00
Browning, Maria	Call with J. Allegretti, M. Butler, E. Tzavelis, and S. Fielding (all Deloitte) to discuss updates to the tax attribution model and restructuring slide deck based on an updated equity value.	\$450.00	0.6	\$270.00
Browning, Maria	Call with E. Tzavelis, B. Collins (both Deloitte), PwC tax team, Sears, and Lazard to discuss Sears Home Services sale.	\$450.00	0.5	\$225.00
Butler, Mike	Review attribute reduction output slides.	\$595.00	0.6	\$357.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/26/2018				
Butler, Mike	Call with J. Allegretti, M. Browning, E. Tzavelis, and S. Fielding (all Deloitte) to discuss updates to the tax attribution model and restructuring slide deck based on an updated equity value.	\$595.00	0.6	\$357.00
Collins, Bryan	Call with E. Tzavelis, M. Browning (both Deloitte), PwC tax team, Sears, and Lazard to discuss Sears Home Services sale.	\$975.00	0.5	\$487.50
Collins, Bryan	Review and comment on slide presentation for meeting with Sears senior management.	\$975.00	0.4	\$390.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning (all Deloitte), Sears tax team, and Lazard to discuss potential sale of Sears Home Services.	\$975.00	0.8	\$780.00
Fielding, Stephen	Update draft summary attribute reduction output slides for new scenarios and assumptions.	\$595.00	2.9	\$1,725.50
Fielding, Stephen	Call with E. Tzavelis (Deloitte) and S. Goldring of Weil regarding summary output model.	\$595.00	1.7	\$1,011.50
Fielding, Stephen	Call with E. Tzavelis, B. Collins, M. Browning (all Deloitte), Sears tax team, and Lazard to discuss potential sale of Sears Home Services.	\$595.00	0.8	\$476.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, M. Browning, E. Tzavelis (all Deloitte) to discuss updates to the tax attribution model and restructuring slide deck based on an updated equity value.	\$595.00	0.6	\$357.00
Fielding, Stephen	Update summary tax model for new scenarios/transactions.	\$595.00	2.8	\$1,666.00
Tzavelis, Elias	Call with M. Browning (Deloitte), R. Boyle, and C. Olsen (both Sears) to discuss data requests on Sears Home Services sale.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with B. Collins, M. Browning (both Deloitte), PwC tax team, Sears, and Lazard to discuss Sears Home Services sale.	\$850.00	0.5	\$425.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/26/2018				
Tzavelis, Elias	Call with B. Collins, S. Fielding, M. Browning (all Deloitte), Sears tax team, and Lazard to discuss potential sale of Sears Home Services.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, M. Browning, and S. Fielding (all Deloitte) to discuss updates to the tax attribution model and restructuring slide deck based on an updated equity value.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with S. Fielding (Deloitte) and S. Goldring of Weil regarding summary output model.	\$850.00	1.7	\$1,445.00
12/27/2018				
Allegretti, Joe	Call with S. Fielding and E. Tzavelis (both Deloitte) to discuss any updates and changes to the model and slide deck based on Weil's comments.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with M. Butler, S. Fielding, and E. Tzavelis (all Deloitte) to discuss updates to the scenario descriptions and section 382 calculation within the tax attribute reduction model.	\$325.00	0.1	\$32.50
Allegretti, Joe	Call with M. Butler, S. Fielding, M. Browning, E. Tzavelis, and B. Collins (all Deloitte) to discuss the updates to the equity value and cancellation of debt and its impact on the tax attribute reduction model.	\$325.00	1.6	\$520.00
Allegretti, Joe	Edit tax attribute model and the restructuring slides.	\$325.00	1.0	\$325.00
Browning, Maria	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, and B. Collins (all Deloitte) to discuss the updates to the equity value and cancellation of debt and its impact on the tax attribute reduction model.	\$450.00	1.6	\$720.00
Butler, Mike	Call with J. Allegretti, S. Fielding, and E. Tzavelis (all Deloitte) to discuss updates to the scenario descriptions and section 382 calculation within the tax attribute reduction model.	\$595.00	0.1	\$59.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/27/2018				
Butler, Mike	Call with J. Allegretti, S. Fielding, M. Browning, E. Tzavelis, and B. Collins (all Deloitte) to discuss the updates to the equity value and cancellation of debt and its impact on the tax attribute reduction model.	\$595.00	1.6	\$952.00
Collins, Bryan	Review tax summary slides.	\$975.00	1.0	\$975.00
Collins, Bryan	Call with J. Allegretti, M. Butler, S. Fielding, M. Browning, and E. Tzavelis (all Deloitte) to discuss the updates to the equity value and cancellation of debt and its impact on the tax attribute reduction model.	\$975.00	1.6	\$1,560.00
Fielding, Stephen	Update tax attribute model scenarios.	\$595.00	2.7	\$1,606.50
Fielding, Stephen	Call with J. Allegretti, M. Butler, and E. Tzavelis (all Deloitte) to discuss updates to the scenario descriptions and section 382 calculation within the tax attribute reduction model.	\$595.00	0.1	\$59.50
Fielding, Stephen	Call with J. Allegretti and E. Tzavelis (both Deloitte) to discuss any updates and changes to the model and slide deck based on Weil's comments.	\$595.00	0.5	\$297.50
Fielding, Stephen	Update tax attribute model for summarized outputs for deliverable slides.	\$595.00	2.6	\$1,547.00
Fielding, Stephen	Update attribute reduction model for new scenarios.	\$595.00	2.1	\$1,249.50
Tzavelis, Elias	Review stock basis and asset basis schedules.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Review summary tax attribute reduction model.	\$850.00	1.1	\$935.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding (all Deloitte) to discuss updates to the scenario descriptions and section 382 calculation within the tax attribute reduction model.	\$850.00	0.1	\$85.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/27/2018				
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, M. Browning, and B. Collins (all Deloitte) to discuss the updates to the equity value and cancellation of debt and its impact on the tax attribute reduction model.	\$850.00	1.6	\$1,360.00
Tzavelis, Elias	Call with J. Allegretti and S. Fielding (both Deloitte) to discuss any updates and changes to the model and slide deck based on Weil's comments.	\$850.00	0.5	\$425.00
12/28/2018				
Allegretti, Joe	Review tax attribute reduction model.	\$325.00	1.1	\$357.50
Allegretti, Joe	Create next steps to update the intercompany portion and stock basis amounts within the tax attribute reduction model.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss updates to the intercompany debt and stock basis in the tax attribute reduction model.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Butler, B. Collins, J. Forrest, M. Schreiber, and B. Baily (all Deloitte), PwC tax team, Sears tax team, Weil tax team and CGSH tax team.	\$325.00	0.8	\$260.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, B. Collins, M. Schreiber, and M. Butler (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$325.00	0.9	\$292.50
Allegretti, Joe	Weekly advisor call with E. Tzavelis, S. Fielding, M. Butler, B. Collins, J. Forrest, M. Schreiber, B. Baily and T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$325.00	0.6	\$195.00
Allegretti, Joe	Update the stock basis and intercompany portion of the tax attribute reduction model.	\$325.00	2.3	\$747.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/28/2018				
Allegretti, Joe	Update the version of the tax basis balance sheet provided in the data room to show the liabilities (by entity).	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with M. Butler and S. Fielding (both Deloitte) to discuss additional edits based on today's calls with other external advisors.	\$325.00	0.2	\$65.00
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber (all Deloitte), PwC tax team, Sears tax team, Weil tax team and CGSH tax team.	\$595.00	0.8	\$476.00
Baily, Brianna	Weekly advisor call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber, and T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$595.00	0.6	\$357.00
Butler, Mike	Weekly advisor call with E. Tzavelis, S. Fielding, J. Allegretti, B. Collins, J. Forrest, M. Schreiber, B. Baily, and T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$595.00	0.6	\$357.00
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss updates to the intercompany debt and stock basis in the tax attribute reduction model.	\$595.00	0.4	\$238.00
Butler, Mike	Call with J. Allegretti and S. Fielding (both Deloitte) to discuss additional edits based on today's calls with other external advisors.	\$595.00	0.2	\$119.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, J. Allegretti, B. Collins, J. Forrest, M. Schreiber and B. Baily (all Deloitte), PwC tax team, Sears tax team, Weil tax team and CGSH tax team.	\$595.00	0.8	\$476.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/28/2018				
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, B. Collins, M. Schreiber, and J. Allegretti (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$595.00	0.9	\$535.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, B. Collins, M. Schreiber, M. Butler, and J. Allegretti (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$325.00	0.9	\$292.50
Chatten, Colin	Review recent filings in court docket.	\$325.00	1.2	\$390.00
Chatten, Colin	Review notes and follow-up items from weekly status update call.	\$325.00	1.9	\$617.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, J. Forrest, M. Schreiber and B. Baily (all Deloitte), PwC tax team, Sears tax team, Weil tax team and CGSH tax team.	\$975.00	0.8	\$780.00
Collins, Bryan	Call with E. Tzavelis and S. Fielding (both Deloitte), and Weil tax team regarding data room tax information and tax model outputs.	\$975.00	0.8	\$780.00
Collins, Bryan	Review and comment on slide presentation for meeting with Sears senior management.	\$975.00	0.4	\$390.00
Collins, Bryan	Weekly advisor call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, J. Forrest, M. Schreiber, B. Baily, and T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$975.00	0.6	\$585.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Schreiber, M. Butler, and J. Allegretti (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$975.00	0.9	\$877.50
Collins, Bryan	Call with E. Tzavelis (Deloitte), S. Fielding (Deloitte), S. Goldring (Weil) and M. Hoenig (Weil) to discuss attribute reduction model and various transaction scenarios.	\$975.00	0.6	\$585.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/28/2018				
Fielding, Stephen	Discussion with E. Tzavelis (Deloitte) regarding the attribute reduction model/slides and presentation.	\$595.00	0.4	\$238.00
Fielding, Stephen	Weekly advisor call with E. Tzavelis, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber, B. Baily and T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$595.00	0.6	\$357.00
Fielding, Stephen	Research debt trading pricing for attribute reduction model.	\$595.00	1.9	\$1,130.50
Fielding, Stephen	Call with E. Tzavelis, B. Collins (both Deloitte), and Weil tax team regarding data room tax information and tax model outputs.	\$595.00	0.8	\$476.00
Fielding, Stephen	Call with E. Tzavelis (Deloitte), B. Collins (Deloitte), S. Goldring (Weil), and M. Hoenig (Weil) to discuss attribute reduction model and various transaction scenarios.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, B. Collins, M. Schreiber, M. Butler, and J. Allegretti (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with E. Tzavelis, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber and B. Baily (all Deloitte), PwC tax team, Sears tax team, Weil tax team and CGSH tax team.	\$595.00	0.8	\$476.00
Fielding, Stephen	Call with J. Allegretti and M. Butler (both Deloitte) to discuss additional edits based on today's calls with other external advisors.	\$595.00	0.2	\$119.00
Fielding, Stephen	Update attribute reduction model for various new scenarios.	\$595.00	2.6	\$1,547.00
Forrest, Jonathan	Review restructuring alternatives presentation.	\$975.00	1.3	\$1,267.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/28/2018				
Forrest, Jonathan	Weekly advisor call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, M. Schreiber, B. Baily and T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$975.00	0.6	\$585.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, M. Schreiber and B. Baily (all Deloitte), PwC tax team, Sears tax team, Weil tax team and CGSH tax team.	\$975.00	0.8	\$780.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, C. Chatten, B. Collins, M. Butler, and J. Allegretti (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$450.00	0.9	\$405.00
Schreiber, Mendy	Weekly advisor call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily and T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$450.00	0.6	\$270.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, and B. Baily (all Deloitte), PwC tax team, Sears tax team, Weil tax team and CGSH tax team.	\$450.00	0.8	\$360.00
Sullivan, Brian	Research sales tax on motor vehicles in asset sale transaction.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, B. Collins, M. Schreiber, M. Butler, and J. Allegretti (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with B. Collins (Deloitte), S. Fielding (Deloitte), S. Goldring (Weil), and M. Hoenig (Weil) to discuss attribute reduction model and various transaction scenarios.	\$850.00	0.6	\$510.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/28/2018				
Tzavelis, Elias	Discussion with S. Fielding of Deloitte regarding the attribute reduction model/slides and presentation.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber and B. Baily (all Deloitte), PwC tax team, Sears tax team, Weil tax team and CGSH tax team.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with B. Collins and S. Fielding (both Deloitte), and Weil tax team regarding data room tax information and tax model outputs.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Weekly advisor call with S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber, B. Baily and T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI tax team, and Akin Gump.	\$850.00	0.6	\$510.00
12/30/2018				
Chatten, Colin	Review recent filings in court docket.	\$325.00	1.7	\$552.50
Collins, Bryan	Review ESL bid information.	\$975.00	1.1	\$1,072.50
12/31/2018				
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss updates in the tax attribute model related to stock basis.	\$325.00	0.1	\$32.50
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss updates to the intercompany debt and stock basis in the tax attribute reduction model.	\$595.00	0.1	\$59.50
Chatten, Colin	Compare latest ESL bid to prior bid.	\$325.00	1.4	\$455.00
Collins, Bryan	Call with E. Tzavelis and S. Fielding of Deloitte; M. Meghji and R. Riecker of Sears regarding tax attribute model and attribute reduction.	\$975.00	1.1	\$1,072.50
Collins, Bryan	Review and comment on slide presentation for meeting with Sears senior management.	\$975.00	0.8	\$780.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/31/2018				
Collins, Bryan	Call with E. Tzavelis and S. Fielding both of Deloitte regarding tax attribute model follows-ups.	\$975.00	0.3	\$292.50
Fielding, Stephen	Call with E. Tzavelis and B. Collins both of Deloitte regarding tax attribute model follows-ups.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with E. Tzavelis, B. Collins of Deloitte; M. Meghji and R. Riecker of Sears regarding tax attribute model and attribute reduction.	\$595.00	1.1	\$654.50
Hoffman, David	Review restructuring tax analysis.	\$850.00	1.0	\$850.00
Hoffman, David	Correspondence with E. Tzavelis (Deloitte) regarding creditor call and related developments.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with B. Collins, and S. Fielding of Deloitte; M. Meghji and R. Riecker of Sears regarding tax attribute model and attribute reduction.	\$850.00	1.1	\$935.00
Tzavelis, Elias	Call with B. Collins and S. Fielding both of Deloitte regarding tax attribute model follows-ups.	\$850.00	0.3	\$255.00
01/02/2019				
Allegretti, Joe	Call with E. Tzavelis, M. Butler, and M. Browning (all Deloitte) to discuss updates to the tax attribute reduction model for subsequent versions related to varying enterprise values.	\$325.00	0.2	\$65.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, and M. Lew (all Deloitte) to discuss the debt recovery related to most recent debt recovery matrix.	\$325.00	1.0	\$325.00
Allegretti, Joe	Call with M. Butler (all Deloitte) to discuss the most recent version of the slide deck and updates for subsequent versions related to enterprise value.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Butler, M. Browning, and C. Chatten (all Deloitte) to discuss updates to the tax attribute reduction model based on the recent debt recovery discussions.	\$325.00	0.7	\$227.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/02/2019				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Butler, M. Browning, B. Sullivan, and J. Espinola (all Deloitte) to discuss state tax matters related to the Company's property.	\$325.00	0.4	\$130.00
Allegretti, Joe	Update the tax attribute reduction model for the different enterprise value ranges.	\$325.00	3.3	\$1,072.50
Allegretti, Joe	Update the tax attribute reduction model for the incremental liabilities.	\$325.00	2.4	\$780.00
Allegretti, Joe	Update the organizational chart within the tax attribute model.	\$325.00	3.0	\$975.00
Atwal, Justin	Continue to perform data input for Sears basis study.	\$325.00	2.8	\$910.00
Atwal, Justin	Perform data input for Sears basis study.	\$325.00	4.7	\$1,527.50
Browning, Maria	Update illustrative restructuring alternatives slides.	\$450.00	3.4	\$1,530.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, J. Allegretti, and M. Lew (all Deloitte) to discuss the debt recovery related to most recent debt recovery matrix.	\$450.00	1.0	\$450.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and C. Chatten (all Deloitte) to discuss updates to the tax attribute reduction model based on the recent debt recovery discussions.	\$450.00	0.7	\$315.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Sullivan, and J. Espinola (all Deloitte) to discuss state tax matters related to the Company's property.	\$450.00	0.4	\$180.00
Browning, Maria	Call with E. Tzavelis, M. Butler, and J. Allegretti (all Deloitte) to discuss updates to the tax attribute reduction model for subsequent versions related to varying enterprise values.	\$450.00	0.2	\$90.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/02/2019				
Browning, Maria	Call with E. Tzavelis, B. Collins, and S. Fielding (all Deloitte), and R. Boyle and L. Meerschaert (both Sears) to discuss ESL bid letter.	\$450.00	1.0	\$450.00
Browning, Maria	Call with E. Tzavelis, B. Collins, M. Butler, and J. Allegretti (all Deloitte) to update the illustrative restructuring alternatives slide deck for new scenarios with varying assumptions related to enterprise value.	\$450.00	0.3	\$135.00
Browning, Maria	Call with E. Tzavelis (Deloitte) to discuss illustrative reorganization transaction deck and FY2018 estimated taxable income schedule.	\$450.00	2.9	\$1,305.00
Butler, Mike	Call with E. Tzavelis, B. Collins, M. Browning, and J. Allegretti (all Deloitte) to update the illustrative restructuring alternatives slide deck updates for new scenarios with varying assumptions related to to enterprise value.	\$595.00	0.3	\$178.50
Butler, Mike	Call with E. Tzavelis, M. Browning, and J. Allegretti (all Deloitte) to discuss updates to the tax attribute reduction model for subsequent versions related to varying enterprise values.	\$595.00	0.2	\$119.00
Butler, Mike	Call with E. Tzavelis, M. Browning, and J. Allegretti (all Deloitte) to discuss updates to the tax attribute reduction model for subsequent versions related to varying enterprise values.	\$595.00	0.4	\$238.00
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss updates to the tax attribute reduction model related to updating the cancellation of debt analysis for additional debt.	\$595.00	0.2	\$119.00
Butler, Mike	Review latest draft of tax basis balance sheet.	\$595.00	1.4	\$833.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/02/2019				
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) to discuss updates to the tax attribute reduction model based on the recent debt recovery discussions.	\$595.00	0.7	\$416.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, B. Sullivan, and J. Espinola (all Deloitte) to discuss state tax matters related to the Company's property.	\$595.00	0.4	\$238.00
Chatten, Colin	Call with B. Collins, E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) regarding outstanding items in tax attribute reduction analysis.	\$325.00	0.7	\$227.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, M. Browning, and J. Allegretti (all Deloitte) to discuss updates to the tax attribute reduction model based on the recent debt recovery discussions.	\$325.00	0.7	\$227.50
Collins, Bryan	Call with E. Tzavelis, M. Butler, M. Browning, and J. Allegretti (all Deloitte) to update the illustrative restructuring alternatives slide deck for new scenarios with varying assumptions related to enterprise value.	\$975.00	0.3	\$292.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning (all Deloitte), R. Boyle, and L. Meerschaert (Sears) to discuss ESL bid letter.	\$975.00	1.0	\$975.00
Collins, Bryan	Prepare for call with E. Tzavelis, M. Butler, M. Browning, and J. Allegretti (all Deloitte) to update the illustrative restructuring alternatives slide deck for new scenarios with varying assumptions related to enterprise value.	\$975.00	0.9	\$877.50
Collins, Bryan	Prepare for call with E. Tzavelis, S. Fielding, M. Browning (all Deloitte), and R. Boyle and L. Meerschaert (Sears) to discuss ESL bid letter.	\$975.00	0.2	\$195.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/02/2019				
Corrigan, Kevin	Attempt to get management copies of tax returns scanned in for basis purposes.	\$595.00	1.8	\$1,071.00
Drigotas, Elizabeth	Analyze state registrations.	\$975.00	0.4	\$390.00
Espinola, Jonathan	Call with C. Kim (Deloitte) regarding state tax attribute reduction model.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review revisions to state tax attribute reduction model made by C. Kim (Deloitte).	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review email from M. Paxton (Deloitte) regarding state tax attribute reduction and draft revisions to model.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review correspondence from attorneys containing list of outstanding tax issues.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Call with E. Tzavelis, S. Fielding, M. Butler, M. Browning, J. Allegretti, and B. Sullivan (all Deloitte) to discuss state tax matters related to the Company's property.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, J. Allegretti and M. Lew (all Deloitte) to discuss the debt recovery related to most recent debt recovery matrix.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with E. Tzavelis, M. Butler, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) to discuss updates to the tax attribute reduction model based on the recent debt recovery discussions.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with E. Tzavelis, M. Butler, M. Browning, J. Allegretti, B. Sullivan, and J. Espinola (all Deloitte) to discuss state tax matters related to the Company's property.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, B. Collins, and M. Browning (all Deloitte), and R. Boyle and L. Meerschaert (both Sears) to discuss ESL bid letter.	\$595.00	1.0	\$595.00
Forrest, Jonathan	Review ESL bid letter.	\$975.00	1.1	\$1,072.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/02/2019				
Hospodarsky, Sara	Compare the 2017 tax return originally received from Sears tax team to the 2017 tax return recently received.	\$325.00	0.5	\$162.50
Kim, Charlie	Call with J. Espinola (Deloitte) regarding state tax attribute reduction model.	\$325.00	0.4	\$130.00
Kim, Charlie	Separate filing methods in accordance with cancellation of of indebtedness data.	\$325.00	0.2	\$65.00
Omar, Fatin	Review transfer tax estimates.	\$725.00	0.3	\$217.50
Paxton, Michael	Review state tax attribute reduction model.	\$725.00	2.7	\$1,957.50
Paxton, Michael	Review state tax data for state tax attribute reduction model.	\$725.00	0.4	\$290.00
Paxton, Michael	Evaluate federal attribute reduction scenarios and consider state application.	\$725.00	0.5	\$362.50
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, M. Butler, M. Browning, J. Allegretti, and J. Espinola (all Deloitte) to discuss state tax matters related to the Company's property.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with M. Butler, M. Browning, and J. Allegretti (all Deloitte) to discuss updates to the tax attribute reduction model for subsequent versions related to varying enterprise values.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with M. Browning (Deloitte) to discuss illustrative reorganization transaction deck and FY2018 estimated taxable income schedule.	\$850.00	2.9	\$2,465.00
Tzavelis, Elias	Call with B. Collins, S. Fielding, and M. Browning (all Deloitte), and R. Boyle, and L. Meerschaert (both Sears) to discuss ESL bid letter.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, J. Allegretti, and M. Lew (all Deloitte) to discuss the debt recovery related to most recent debt recovery matrix.	\$850.00	1.0	\$850.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/02/2019				
Tzavelis, Elias	Call with S. Fielding, M. Butler, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) to discuss updates to the tax attribute reduction model based on the recent debt recovery discussions.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Fielding, M. Butler, M. Browning, J. Allegretti, B. Sullivan, and J. Espinola (all Deloitte) to discuss state tax matters related to the Company's property.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with B. Collins, M. Butler, M. Browning, and J. Allegretti (all Deloitte) to update the illustrative restructuring alternatives slide deck for new scenarios with varying assumptions related to enterprise value.	\$850.00	0.3	\$255.00
01/03/2019				
Allegretti, Joe	Update the tax attribute reduction model for different enterprise value assumptions and creating comparison tables for the different scenarios at different values.	\$325.00	2.6	\$845.00
Allegretti, Joe	Update the tax attribute update model to clean up the supporting slides and re-copying the different scenarios into the output tables.	\$325.00	1.2	\$390.00
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss the updates to the tax attribute reduction model for the different enterprise value assumptions.	\$325.00	0.2	\$65.00
Allegretti, Joe	Draft email correspondence to client regarding support for assumptions and methodologies underlying the tax attribute reduction model.	\$325.00	1.0	\$325.00
Allegretti, Joe	Call with S. Fielding (Deloitte) to discuss the updates to the tax attribute reduction model for different enterprise value assumptions.	\$325.00	0.3	\$97.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/03/2019				
Allegretti, Joe	Call with B. Collins, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding outstanding items in tax attribute reduction analysis.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with B. Collins, J. Forrest, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler (all Deloitte), and S. Goldring, M. Hoenig, E. Remijan, and E. Allison (all Weil) regarding tax implications of latest information received from Sears.	\$325.00	0.8	\$260.00
Atwal, Justin	Perform data input for Sears basis study.	\$325.00	2.7	\$877.50
Baily, Brianna	Review new schedule 13D and exhibits (including bid letter).	\$595.00	0.9	\$535.50
Browning, Maria	Call with E. Tzavelis and S. Fielding (both Deloitte) discussing illustrative restructuring alternatives slide deck.	\$450.00	0.4	\$180.00
Browning, Maria	Update FY2018 estimated tax liability format.	\$450.00	1.6	\$720.00
Browning, Maria	Research tax requirements for alternative tax structures contemplated in the illustrative restructuring alternatives slide deck.	\$450.00	2.4	\$1,080.00
Browning, Maria	Review updated ESL bid letter.	\$450.00	2.1	\$945.00
Browning, Maria	Call with B. Collins, E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding outstanding items in tax attribute reduction analysis.	\$450.00	0.7	\$315.00
Browning, Maria	Call with B. Collins, J. Forrest, E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti (all Deloitte), and S. Goldring, M. Hoenig, E. Remijan, and E. Allison (all Weil) regarding tax implications of latest information received from Sears.	\$450.00	0.8	\$360.00
Butler, Mike	Review latest draft of the ESL bid.	\$595.00	1.8	\$1,071.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/03/2019				
Butler, Mike	Review latest slide deck summary of tax attribute reduction model outputs.	\$595.00	1.2	\$714.00
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss the updates to the tax attribute reduction model for the different enterprise value assumptions.	\$595.00	0.2	\$119.00
Butler, Mike	Call with B. Collins, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) regarding outstanding items in tax attribute reduction analysis.	\$595.00	0.7	\$416.50
Butler, Mike	Call with B. Collins, J. Forrest, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti (all Deloitte), and S. Goldring, M. Hoenig, E. Remijan, and E. Allison (all Weil) regarding tax implications of latest information received from Sears.	\$595.00	0.8	\$476.00
Chatten, Colin	Call with B. Collins, J. Forrest, E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti (all Deloitte), and S. Goldring, M. Hoenig, E. Remijan, and E. Allison (all Weil) regarding tax implications of latest information received from Sears	\$325.00	0.8	\$260.00
Collins, Bryan	Prepare for call with J. Forrest, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti (all Deloitte), S. Goldring, M. Hoenig, E. Remijan, and E. Allison (all Weil) regarding tax implications of latest information received from Sear	\$975.00	0.4	\$390.00
Collins, Bryan	Review illustrative restructuring alternatives slides in preparation for upcoming phone calls with Weil Gotshal.	\$975.00	0.4	\$390.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding outstanding items in tax attribute reduction analysis.	\$975.00	0.7	\$682.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/03/2019				
Collins, Bryan	Call with J. Forrest, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti (all Deloitte), S. Goldring, M. Hoenig, E. Remijan, and E. Allison (all Weil) regarding tax implications of latest information received from Sears.	\$975.00	0.8	\$780.00
Espinola, Jonathan	Continue to review state tax attribute reduction model and make revisions.	\$595.00	1.1	\$654.50
Espinola, Jonathan	Review email correspondence regarding additional sales tax issues pertaining to Company's motor vehicles.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research pertaining to sale of real property in New Mexico.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research pertaining to sale of real property in Montana.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research pertaining to sale of real property in Nebraska.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research pertaining to sale of real property in New Hampshire.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review email from D. Aquaviva (Deloitte) and attachment pertaining to company's fleet inventory.	\$595.00	0.2	\$119.00
Fielding, Stephen	Call with J. Allegretti (Deloitte) to discuss the updates to the tax attribute reduction model for different enterprise value assumptions.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with E. Tzavelis and M. Browning (both Deloitte) discussing illustrative restructuring alternatives slide deck.	\$595.00	0.4	\$238.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/03/2019				
Fielding, Stephen	Call with B. Collins, J. Forrest, E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti (all Deloitte), and S. Goldring, M. Hoenig, E. Remijan, and E. Allison (all Weil) regarding tax implications of latest information received from Sears.	\$595.00	0.8	\$476.00
Fielding, Stephen	Update tax attribute reduction model summary outputs.	\$595.00	2.9	\$1,725.50
Fielding, Stephen	Call with B. Collins, E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding outstanding items in tax attribute reduction analysis.	\$595.00	0.7	\$416.50
Fielding, Stephen	Review and update tax attribute model for new transaction scenarios.	\$595.00	2.7	\$1,606.50
Fielding, Stephen	Review ESL bid letter and recoveries.	\$595.00	0.9	\$535.50
Forrest, Jonathan	Call with B. Collins, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti (all Deloitte), and S. Goldring, M. Hoenig, E. Remijan, and E. Allison (all Weil) regarding tax implications of latest information received from Sears.	\$975.00	0.8	\$780.00
Lowry, Jamie	Review Form 13D filed on December 28, 2018 for the ESL redemption of 1.3 million shares to prepare impact analysis.	\$595.00	1.4	\$833.00
Lowry, Jamie	Email correspondence with T. Savage (Deloitte) regarding impact of the ESL redemption of 1.3M shares on the state tax attribute reduction model.	\$595.00	0.6	\$357.00
Savage, Tara	Email correspondence with J. Lowry and S. Presendieu (both Deloitte) to update state tax model to include redemption by ESL of 2018 compensatory stock grants.	\$725.00	0.5	\$362.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/03/2019				
Savage, Tara	Research terms of compensatory stock grants to ESL in Sears' 2013 10-K, Proxy Statement, and 8-Ks to evaluate whether the grants should be treated as stock or as options for tax purposes.	\$725.00	0.8	\$580.00
Savage, Tara	Update memo to reflect redemption of 2018 compensatory stock grants by ESL to Sears for no consideration.	\$725.00	0.2	\$145.00
Sullivan, Brian	Review fleet listing of potential motor vehicle transfers provide by D. Acquaviva (Sears) for potential sales tax on transfer.	\$850.00	0.5	\$425.00
Tarrant, Steve	Draft email correspondence to Deloitte stock basis team regarding the impact of ESL's rescission of shares in 2018 for purposes of IRC Section 382.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with B. Collins, J. Forrest, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti (all Deloitte), and S. Goldring, M. Hoenig, E. Remijan, and E. Allison (all Weil) regarding tax implications of latest information received from Sears.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Review liabilities subject to compromise and impact to attribute reduction model.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with B. Collins, S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding outstanding items in tax attribute reduction analysis.	\$850.00	0.7	\$595.00
01/04/2019				
Allegretti, Joe	Weekly tax advisor call with D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI Consulting, and Akin Gump regarding stat	\$325.00	1.2	\$390.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/04/2019				
Allegretti, Joe	Call with J. Allegretti, M. Browning, E. Tzavelis, M. Butler, B. Sullivan, J. Espinola, C. Newport (all Deloitte) and D. Acquaviva, R. Boyle, L. Meerschaert and L. Valentino (all Sears) to discuss the detail of the vehicle inventory schedule provided.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Forrest, B. Baily, M. Butler (all Deloitte), and Sears tax team regarding tax basis, estimated taxable income, and other updates from weekly status call.	\$325.00	1.0	\$325.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Forrest, B. Collins, B. Baily, M. Schreiber and M. Butler (all Deloitte) to plan workstreams for follow-up items from weekly status update call.	\$325.00	0.8	\$260.00
Allegretti, Joe	Update and format the Schedule F liabilities within the tax attribute reduction model.	\$325.00	0.9	\$292.50
Atwal, Justin	Perform data input for Sears basis study.	\$325.00	0.2	\$65.00
Baily, Brianna	Weekly tax advisor call with D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Forrest, B. Collins, M. Schreiber, M. Butler, J. Allegretti, T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI Consulting, and Akin Gump regarding	\$595.00	1.2	\$714.00
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Forrest, M. Butler, J. Allegretti (all Deloitte), and Sears tax team regarding tax basis, estimated taxable income, and other updates from weekly status call	\$595.00	1.0	\$595.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/04/2019				
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Forrest, B. Collins, M. Schreiber, M. Butler, and J. Allegretti (all Deloitte) to plan workstreams for follow-up items from weekly tax advisor call.	\$595.00	0.8	\$476.00
Browning, Maria	Update FY2018 estimated tax liability calculations.	\$450.00	1.7	\$765.00
Browning, Maria	Weekly tax advisor call with D. Hoffman, E. Tzavelis, S. Fielding, C. Chatten, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, J. Allegretti, T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI Consulting, and Akin Gump regarding st	\$450.00	1.2	\$540.00
Browning, Maria	Call with E. Tzavelis and S. Fielding (both Deloitte) to discuss FY2018 estimated taxable income schedule.	\$450.00	1.1	\$495.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, and M. Butler (all Deloitte) regarding taxable income projection calculations.	\$450.00	0.4	\$180.00
Browning, Maria	Call with E. Tzavelis (Deloitte) to discuss the vehicle schedule for transfer tax liability estimates.	\$450.00	0.5	\$225.00
Browning, Maria	Call with J. Allegretti, E. Tzavelis, M. Butler, B. Sullivan, J. Espinola, C. Newport (all Deloitte) and D. Acquaviva, R. Boyle, L. Meerschaert and L. Valentino (Sears) to discuss the detail of the vehicle inventory schedule provided.	\$450.00	0.7	\$315.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Forrest, B. Baily, M. Butler, J. Allegretti (all Deloitte), and Sears tax team regarding tax basis, estimated taxable income, and other updates from weekly status call.	\$450.00	1.0	\$450.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/04/2019				
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, and J. Allegretti (all Deloitte) to plan workstreams for follow-up items from weekly tax advisor call.	\$450.00	0.8	\$360.00
Browning, Maria	Call with B. Sullivan, E. Tzavelis, S. Fielding, C. Chatten, and M. Butler (all Deloitte) regarding estimated transfer tax liability calculations.	\$450.00	0.6	\$270.00
Butler, Mike	Call with B. Sullivan, E. Tzavelis, S. Fielding, M. Browning, and C. Chatten (all Deloitte) regarding estimated transfer tax liability calculations.	\$595.00	0.6	\$357.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Forrest, B. Baily, J. Allegretti (all Deloitte), and Sears tax team regarding tax basis, estimated taxable income, and other updates from weekly status call.	\$595.00	1.0	\$595.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Forrest, B. Collins, B. Baily, M. Schreiber, and J. Allegretti (all Deloitte) to plan workstreams for follow-up items from weekly tax advisor call.	\$595.00	0.8	\$476.00
Butler, Mike	Weekly tax advisor call with D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Forrest, B. Collins, B. Baily, M. Schreiber, J. Allegretti, T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI Consulting, and Akin Gump regarding	\$595.00	1.2	\$714.00
Butler, Mike	Draft email to Sears tax team regarding open items and questions with respect to tax basis balance sheet.	\$595.00	0.9	\$535.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/04/2019				
Butler, Mike	Call with J. Allegretti, M. Browning, E. Tzavelis, B. Sullivan, J. Espinola, C. Newport (all Deloitte) and D. Acquaviva, R. Boyle, L. Meerschaert and L. Valentino (Sears) to discuss the detail of the vehicle inventory schedule provided.	\$595.00	0.7	\$416.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, and C. Chatten (all Deloitte) regarding taxable income projection calculations.	\$595.00	0.4	\$238.00
Campbell, Anthony	Call with C. Newport (Deloitte) to discuss formatting updates to the schedule of estimated potential transfer tax on sale of vehicles.	\$325.00	0.2	\$65.00
Campbell, Anthony	Call with C. Newport (Deloitte) to discuss sales tax rate research for the estimates of potential transfer tax on sale of vehicles.	\$325.00	0.3	\$97.50
Campbell, Anthony	Update December 2018 Active Fleet Inventory workbook by pulling in relevant sales tax rates, formatting the data, and calculating potential exposure.	\$325.00	1.5	\$487.50
Chatten, Colin	Weekly tax advisor call with D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, and J. Allegretti, T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI Consulting, and Akin Gump regardi	\$325.00	1.2	\$390.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Forrest, B. Baily, M. Schreiber, M. Butler, and J. Allegretti (all Deloitte) to plan workstreams for follow-up items from weekly tax advisor call.	\$975.00	0.8	\$780.00
Collins, Bryan	Research on structuring of multiple IRC Section 368(a)(1)(G) reorganizations.	\$975.00	1.3	\$1,267.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/04/2019				
Collins, Bryan	Review and comment on presentation of tax attribute reduction model outputs to be delivered to Cleary.	\$975.00	1.7	\$1,657.50
Collins, Bryan	Weekly tax advisor call with D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Forrest, B. Baily, M. Schreiber, M. Butler, J. Allegretti, T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI Consulting, and Akin Gump regarding s	\$975.00	1.2	\$1,170.00
Espinola, Jonathan	Review apportionment research pertaining to sale of real property in New York City.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research pertaining to sale of real property in New York.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research pertaining to sale of real property in North Carolina.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research pertaining to sale of real property in North Dakota.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Call with J. Allegretti, M. Browning, E. Tzavelis, M. Butler, B. Sullivan, C. Newport (all Deloitte), D. Acquaviva, R. Boyle, L. Meerschaert, and L. Valentino (all Sears) to discuss the detail of the vehicle inventory schedule provided.	\$595.00	0.7	\$416.50
Espinola, Jonathan	Draft additional revisions to state tax attribute reduction model.	\$595.00	0.7	\$416.50
Espinola, Jonathan	Review apportionment research pertaining to sale of real property in New Jersey.	\$595.00	0.4	\$238.00
Fielding, Stephen	Update tax attribute reduction model output summary slides for various value assumptions and newer information.	\$595.00	1.9	\$1,130.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/04/2019				
Fielding, Stephen	Weekly tax advisor call with D. Hoffman, E. Tzavelis, M. Browning, C. Chatten, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, J. Allegretti, T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI Consulting, and Akin Gump regarding st	\$595.00	1.2	\$714.00
Fielding, Stephen	Call with E. Tzavelis and M. Browning (both Deloitte) to discuss FY2018 estimated taxable income schedule.	\$595.00	1.1	\$654.50
Fielding, Stephen	Call with B. Sullivan, E. Tzavelis, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding estimated transfer tax liability calculations.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, and J. Allegretti (all Deloitte) to plan workstreams for follow-up items from weekly tax advisor call.	\$595.00	0.8	\$476.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding taxable income projection calculations.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, J. Forrest, B. Baily, M. Butler, J. Allegretti (all Deloitte), and Sears tax team regarding tax basis, estimated taxable income, and other updates from weekly status call.	\$595.00	1.0	\$595.00
Forrest, Jonathan	Weekly tax advisor call with D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, B. Collins, B. Baily, M. Schreiber, M. Butler, J. Allegretti, T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI Consulting, and Akin Gump regarding s	\$975.00	1.2	\$1,170.00
Forrest, Jonathan	Review illustrative restructuring alternatives presentation.	\$975.00	0.6	\$585.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/04/2019				
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, B. Baily, M. Butler, J. Allegretti (all Deloitte), and Sears tax team regarding tax basis, estimated taxable income, and other updates from weekly status call.	\$975.00	1.0	\$975.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, B. Collins, B. Baily, M. Schreiber, M. Butler, and J. Allegretti to plan workstreams for follow-up items from weekly tax advisor call.	\$975.00	0.8	\$780.00
Hermanson, Tom	Weekly tax advisor call with D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI Consulting, and Akin Gump regarding sta	\$850.00	0.9	\$765.00
Hoffman, David	Planning for and correspondence with E. Tzavelis (Deloitte) for Monday tax meeting at Sears in Hoffman Estates, IL.	\$850.00	0.5	\$425.00
Hoffman, David	Weekly tax advisor call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Sears tax team, FTI Consulting, and Akin Gump regarding status of tax a	\$850.00	1.0	\$850.00
Lowry, Jamie	Review changes to the state tax attribute reduction model related to the ESL redemption of stock.	\$595.00	0.2	\$119.00
Maxey, Tim	Call with C. Newport (Deloitte) to discuss additional research needed to estimate value of vehicles and updates to the schedule to estimate potential transfer tax on sale of vehicles.	\$450.00	0.2	\$90.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/04/2019				
Maxey, Tim	Call with C. Newport (Deloitte) to discuss inventory schedule and vehicle value research needed to estimate potential transfer tax on sale of vehicles.	\$450.00	0.4	\$180.00
Maxey, Tim	Estimate value of each item in the vehicle fleet based on make, model, and year through internet research.	\$450.00	3.8	\$1,710.00
Maxey, Tim	Update summary schedule for estimated sales tax amounts on vehicle inventory.	\$450.00	0.8	\$360.00
Maxey, Tim	Call with C. Newport (Deloitte) to discuss revisions to the schedule of estimated potential transfer tax on sale of vehicles.	\$450.00	0.2	\$90.00
Newport, Cathy	Call with T. Maxey (Deloitte) to discuss additional research needed to estimate value of vehicles and updates to the schedule to estimate potential transfer tax on sale of vehicles.	\$725.00	0.2	\$145.00
Newport, Cathy	Call with J. Allegretti, M. Browning, E. Tzavelis, M. Butler, B. Sullivan, J. Espinola (all Deloitte) and D. Acquaviva, R. Boyle, L. Meerschaert and L. Valentino (Sears) to discuss the detail of the vehicle inventory schedule provided by the Company.	\$725.00	0.7	\$507.50
Newport, Cathy	Read research regarding casual sale exemption from Illinois sales tax to assess whether the exemption may apply to sale of vehicles.	\$725.00	0.3	\$217.50
Newport, Cathy	Read research regarding casual sale exemption from Maryland sales tax to assess whether the exemption may apply to sale of vehicles.	\$725.00	0.2	\$145.00
Newport, Cathy	Read research regarding casual sale exemption from New York sales tax to assess whether the exemption may apply to sale of vehicles.	\$725.00	0.2	\$145.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/04/2019				
Newport, Cathy	Read research regarding casual sale exemption from Ohio sales tax to assess whether the exemption may apply to sale of vehicles.	\$725.00	0.2	\$145.00
Newport, Cathy	Read research regarding casual sale exemption from Tennessee sales tax to assess whether the exemption may apply to sale of vehicles.	\$725.00	0.2	\$145.00
Newport, Cathy	Read research regarding casual sale exemption from Washington sales tax to assess whether the exemption may apply to sale of vehicles.	\$725.00	0.2	\$145.00
Newport, Cathy	Call with T. Maxey (Deloitte) to discuss revisions to the schedule of estimated potential transfer tax on sale of vehicles.	\$725.00	0.2	\$145.00
Newport, Cathy	Review estimated values of vehicles and sales tax rates used to estimated potential transfer tax on sale of vehicles and make corresponding updates to summary schedule.	\$725.00	2.1	\$1,522.50
Newport, Cathy	Review inventory schedule provided by the client to analyze for transfer tax on the sale of vehicles.	\$725.00	0.3	\$217.50
Newport, Cathy	Review preliminary draft of schedule to estimate potential transfer tax on sale of vehicles.	\$725.00	1.6	\$1,160.00
Newport, Cathy	Read research regarding casual sale exemption from California sales tax to assess whether the exemption may apply to sale of vehicles.	\$725.00	0.2	\$145.00
Newport, Cathy	Read research regarding casual sale exemption from Florida sales tax to assess whether the exemption may apply to sale of vehicles.	\$725.00	0.3	\$217.50
Newport, Cathy	Call with T. Maxey (Deloitte) to discuss inventory schedule and vehicle value research needed to estimate potential transfer tax on sale of vehicles.	\$725.00	0.4	\$290.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/04/2019				
Newport, Cathy	Call with A. Campbell (Deloitte) to discuss forming updates to the schedule of estimated potential transfer tax on sale of vehicles.	\$725.00	0.2	\$145.00
Newport, Cathy	Call with A. Campbell (Deloitte) to discuss sales tax rate research for the estimates of potential transfer tax on sale of vehicles.	\$725.00	0.3	\$217.50
Newport, Cathy	Review updated summary schedule to estimate potential transfer tax on sale of vehicles.	\$725.00	0.3	\$217.50
Newport, Cathy	Research North Carolina vehicle tax to assess whether exemptions may apply to the casual sale of vehicles.	\$725.00	0.2	\$145.00
Newport, Cathy	Research Texas motor vehicle sales tax to assess whether exemptions may apply to the casual sale of vehicles.	\$725.00	0.8	\$580.00
Savage, Tara	Review updated IRC Section 382 ownership change analysis for incorporation of redemption by ESL; draft email correspondence to J. Lowrly and S. Presendiu (both Deloitte) regarding the same.	\$725.00	0.3	\$217.50
Schreiber, Mendy	Weekly tax advisor call with D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Forrest, B. Collins, B. Baily, M. Butler, J. Allegretti, T. Hersomson (all Deloitte), Weil tax team, Sears tax team, FTI Consulting, and Akin Gump regarding sta	\$450.00	1.2	\$540.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Forrest, B. Collins, B. Baily, M. Butler, and J. Allegretti (all Deloitte) to plan workstreams for follow-up items from weekly weekly tax advisor call.	\$450.00	0.8	\$360.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/04/2019				
Sullivan, Brian	Call with J. Allegretti, M. Browning, E. Tzavelis, M. Butler, J. Espinola, C. Newport (all Deloitte), and D. Acquaviva, R. Boyle, L. Meerschaert and L. Valentino (Sears) to discuss the detail of the vehicle inventory schedule provided.	\$850.00	0.7	\$595.00
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding estimated transfer tax liability calculations.	\$850.00	0.6	\$510.00
Sullivan, Brian	Review state transfer tax estimate in scenario where motor vehicles are re-titled.	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Call with B. Sullivan, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding estimated transfer tax liability calculations.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with J. Allegretti, M. Browning, M. Butler, B. Sullivan, J. Espinola, C. Newport (all Deloitte) and D. Acquaviva, R. Boyle, L. Meerschaert and L. Valentino (all Sears) to discuss the detail of the vehicle inventory schedule provided.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with M. Browning (Deloitte) to discuss the vehicle schedule for transfer tax liability estimates.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding and M. Browning (both Deloitte) discussing FY2018 estimated taxable income schedule.	\$850.00	1.1	\$935.00
Tzavelis, Elias	Call with S. Fielding and M. Browning (both Deloitte) discussing illustrative restructuring alternatives slide deck.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Weekly tax advisor call with D. Hoffman, S. Fielding, M. Browning, C. Chatten, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, J. Allegretti, T. Hermanson (all Deloitte), Weil tax team, Sears tax team, FTI Consulting, and Akin Gump regarding st	\$850.00	1.2	\$1,020.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/04/2019				
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding taxable income projection calculations.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, J. Forrest, B. Baily, M. Butler, J. Allegretti (all Deloitte), and Sears tax team regarding tax basis, estimated taxable income, and other updates from weekly status call.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, J. Forrest, B. Collins, B. Baily, M. Schreiber, M. Butler, and J. Allegretti (all Deloitte) to plan workstreams for follow-up items from weekly tax advisor call.	\$850.00	0.8	\$680.00
01/05/2019				
Browning, Maria	Call with E. Tzavelis (Deloitte) to discuss revisions to illustrative restructuring alternatives summary outputs presentation related to tax treatment of liabilities subject to compromise	\$450.00	0.6	\$270.00
Browning, Maria	Update illustrative restructuring alternatives presentation pursuant to comments from E. Tzavelis (Deloitte).	\$450.00	2.7	\$1,215.00
Tzavelis, Elias	Review and edit tax analysis in illustrative restructuring alternative summary outputs presentation for updated liabilities subject to compromise figures.	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Call with M. Browning (Deloitte) to discuss revisions to illustrative restructuring alternatives summary outputs presentation related to tax treatment of liabilities subject to compromise	\$850.00	0.6	\$510.00
01/06/2019				
Butler, Mike	Review revised tax attribute reduction model for treatment of intercompany liabilities.	\$595.00	1.6	\$952.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
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*Tax Restructuring Services*

01/06/2019

Butler, Mike	Review revised tax basis balance sheet and provide comments for the Company.	\$595.00	1.2	\$714.00
Collins, Bryan	Review materials regarding tax issues with section 363 sale.	\$975.00	0.6	\$585.00

01/07/2019

Allegretti, Joe	Update tax attribute reduction model pursaunt to discussions during internal meetings.	\$325.00	0.5	\$162.50
Allegretti, Joe	Meeting with M. Butler, E. Tzavelis, S. Fielding, M. Browning and C. Chatten (all Deloitte) regarding cancellation of debt income consequences arising from certain unsecured liabilities.	\$325.00	0.7	\$227.50
Allegretti, Joe	Meeting with B. Collins, M. Butler, E. Tzavelis, S. Fielding, M. Browning and C. Chatten (all Deloitte), L. Meerschaert, D. Meyer, and C. Olsen (Sears) regarding status of tax attribute reduction analysis and other deliverables.	\$325.00	0.7	\$227.50
Allegretti, Joe	Meeting with B. Collins, M. Butler, E. Tzavelis, S. Fielding, M. Browning, and C. Chatten (all Deloitte) regarding intercompany balances and debt agreements.	\$325.00	0.5	\$162.50
Allegretti, Joe	Meeting with D. Hoffman, E. Tzavelis, M. Butler, and M. Browning (all Deloitte) to discuss status of the restructuring slide deck, the updated tax attribute reduction model and subsequent steps for the different tax work streams.	\$325.00	1.1	\$357.50
Allegretti, Joe	Meeting with D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding additional detail provided by D. Meyer (Sears) related to certain deferred tax adjustments.	\$325.00	0.7	\$227.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/07/2019				
Allegretti, Joe	Call with B. Sullivan, J. Espinola, T. Maxey, C. Newport, B. Collins, M. Butler, E. Tzavelis, S. Fielding, M. Browning and C. Chatten (all Deloitte) regarding potential transfer tax liability.	\$325.00	0.5	\$162.50
Allegretti, Joe	Meeting with B. Collins, D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) to assess the impact of a potential taxable asset transaction.	\$325.00	1.6	\$520.00
Allegretti, Joe	Meeting with B. Collins, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding latest ESL bid.	\$325.00	0.5	\$162.50
Allegretti, Joe	Meeting with B. Collins, M. Butler, E. Tzavelis, S. Fielding, M. Browning and C. Chatten (all Deloitte) regarding the application of an IRC Section 382(l)(5) election to a consolidated group.	\$325.00	0.7	\$227.50
Allegretti, Joe	Meeting with B. Collins, D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) evaluating whether potential emergence transactions can qualify as a reorganization under IRC Section 368(a)(1)(G).	\$325.00	1.2	\$390.00
Atwal, Justin	Perform data input for company file updates for stock basis study.	\$325.00	3.3	\$1,072.50
Atwal, Justin	Review data input completed by third party with regards to Sears stock basis study	\$325.00	0.8	\$260.00
Browning, Maria	Meeting with M. Butler, E. Tzavelis, S. Fielding, J. Allegretti, and C. Chatten (all Deloitte) regarding cancellation of debt income consequences arising from certain unsecured liabilities.	\$450.00	0.7	\$315.00
Browning, Maria	Meeting with B. Collins, M. Butler, E. Tzavelis, S. Fielding, J. Allegretti, and C. Chatten (all Deloitte) regarding the application of an IRC Section 382(l)(5) election to a consolidated group.	\$450.00	0.7	\$315.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/07/2019				
Browning, Maria	Meeting with B. Collins, M. Butler, E. Tzavelis, S. Fielding, J. Allegretti, C. Chatten (all Deloitte), L. Meerschaert, D. Meyer, and C. Olsen (Sears) regarding status of tax attribute reduction analysis and other deliverables.	\$450.00	0.7	\$315.00
Browning, Maria	Meeting with D. Hoffman, E. Tzavelis, M. Butler, and J. Allegretti (all Deloitte) to discuss status of the restructuring slide deck, the updated tax attribute reduction model and subsequent steps for the different tax work streams.	\$450.00	1.1	\$495.00
Browning, Maria	Meeting with D. Hoffman, E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding additional detail provided by D. Meyer (Sears) related to certain deferred tax adjustments.	\$450.00	0.7	\$315.00
Browning, Maria	Meeting with B. Collins, D. Hoffman, E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) evaluating whether potential emergence transactions can qualify as a reorganization under IRC Section 368(a)(1)(G).	\$450.00	1.2	\$540.00
Browning, Maria	Meeting with B. Collins, D. Hoffman, E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to assess the impact of a potential taxable asset transaction.	\$450.00	1.6	\$720.00
Browning, Maria	Meeting with B. Collins, E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding latest ESL bid.	\$450.00	0.5	\$225.00
Browning, Maria	Meeting with B. Collins, M. Butler, E. Tzavelis, S. Fielding, J. Allegretti, and C. Chatten (all Deloitte) regarding intercompany balances and debt agreements.	\$450.00	0.5	\$225.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/07/2019				
Browning, Maria	Call with B. Sullivan, J. Espinola, T. Maxey, C. Newport, B. Collins, M. Butler, E. Tzavelis, S. Fielding, J. Allegretti, and C. Chatten (all Deloitte) regarding potential transfer tax liability.	\$450.00	0.5	\$225.00
Butler, Mike	Call with B. Sullivan, J. Espinola, T. Maxey, C. Newport, B. Collins, E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) regarding potential transfer tax liability.	\$595.00	0.5	\$297.50
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) regarding cancellation of debt income consequences arising from certain unsecured liabilities.	\$595.00	0.7	\$416.50
Butler, Mike	Meeting with B. Collins, D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) to asses the impact of a potential taxable asset transaction.	\$595.00	1.6	\$952.00
Butler, Mike	Meeting with B. Collins, E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, C. Chatten (all Deloitte), L. Meerschaert, D. Meyer, and C. Olsen (Sears) regarding status of tax attribute reduction analysis and other deliverables.	\$595.00	0.7	\$416.50
Butler, Mike	Meeting with B. Collins, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) regarding latest ESL bid.	\$595.00	0.5	\$297.50
Butler, Mike	Meeting with B. Collins, E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) regarding intercompany balances and debt agreements.	\$595.00	0.5	\$297.50
Butler, Mike	Meeting with B. Collins, E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) regarding the application of an IRC Section 382(l)(5) election to a consolidated group.	\$595.00	0.7	\$416.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/07/2019				
Butler, Mike	Meeting with D. Hoffman, E. Tzavelis, M. Browning and J. Allegretti (all Deloitte) to discuss status of the restructuring slide deck, the updated tax attribute reduction model and subsequent steps for the different tax work streams.	\$595.00	1.1	\$654.50
Butler, Mike	Meeting with B. Collins, D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) evaluating whether potential emergence transactions can qualify as a reorganization under IRC Section 368(a)(1)(G).	\$595.00	1.2	\$714.00
Butler, Mike	Meeting with D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) regarding additional detail provided by D. Meyer (Sears) related to certain deferred tax adjustments.	\$595.00	0.7	\$416.50
Butler, Mike	Meeting with E. Tzavelis, B. Collins, S. Fielding, (all Deloitte), M. Korycki (M-III), and J. Goodin (Sears) regarding outstanding creditors and ownership percentages.	\$595.00	0.3	\$178.50
Chatten, Colin	Review Sears Holdings Corporation's debt agreements to assess whether they qualify as a security for tax reorganization purposes.	\$325.00	1.1	\$357.50
Chatten, Colin	Research case law and revenue rulings relating to reorganizations under IRC Section 368(a)(1)(G).	\$325.00	1.0	\$325.00
Chatten, Colin	Meeting with M. Butler, E. Tzavelis, S. Fielding, M. Browning, and J. Allegretti (all Deloitte) regarding cancellation of debt income consequences arising from certain unsecured liabilities.	\$325.00	0.7	\$227.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/07/2019				
Chatten, Colin	Meeting with B. Collins, M. Butler, E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, (all Deloitte), L. Meerschaert, D. Meyer, and C. Olsen (Sears) regarding status of tax attribute reduction analysis and other deliverables.	\$325.00	0.7	\$227.50
Chatten, Colin	Meeting with D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) regarding additional detail provided by D. Meyer (Sears) related to certain deferred tax adjustments.	\$325.00	0.7	\$227.50
Chatten, Colin	Meeting with B. Collins, D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) to assess the impact of a potential taxable asset transaction.	\$325.00	1.6	\$520.00
Chatten, Colin	Meeting with B. Collins, E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) regarding latest ESL bid.	\$325.00	0.5	\$162.50
Chatten, Colin	Meeting with B. Collins, D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) evaluating whether potential emergence transactions can qualify as a reorganization under IRC Section 368(a)(1)(G).	\$325.00	1.2	\$390.00
Chatten, Colin	Meeting with B. Collins, M. Butler, E. Tzavelis, S. Fielding, M. Browning, and J. Allegretti (all Deloitte) regarding intercompany balances and debt agreements.	\$325.00	0.5	\$162.50
Chatten, Colin	Meeting with B. Collins, M. Butler, E. Tzavelis, S. Fielding, M. Browning, and J. Allegretti (all Deloitte) regarding status of certain deliverables.	\$325.00	0.7	\$227.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/07/2019				
Chatten, Colin	Call with B. Sullivan, J. Espinola, T. Maxey, C. Newport, B. Collins, M. Butler, E. Tzavelis, S. Fielding, M. Browning, and J. Allegretti (all Deloitte) regarding potential transfer tax liability.	\$325.00	0.5	\$162.50
Collins, Bryan	Call with B. Sullivan, J. Espinola, T. Maxey, C. Newport, M. Butler, E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) regarding potential transfer tax liability.	\$975.00	0.5	\$487.50
Collins, Bryan	Meeting with D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) evaluating whether potential emergence transactions can qualify as a reorganization under IRC Section 368(a)(1)(G).	\$975.00	1.2	\$1,170.00
Collins, Bryan	Meeting with M. Butler, E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, C. Chatten (all Deloitte), L. Meerschaert, D. Meyer, and C. Olsen (Sears) regarding status of tax attribute reduction analysis and other deliverables.	\$975.00	0.7	\$682.50
Collins, Bryan	Meeting with M. Butler, E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) regarding intercompany balances and debt agreements.	\$975.00	0.5	\$487.50
Collins, Bryan	Meeting with M. Butler, E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) regarding the application of an IRC Section 382(l)(5) election to a consolidated group.	\$975.00	0.7	\$682.50
Collins, Bryan	Meeting with D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to assess the impact of a potential taxable asset transaction.	\$975.00	1.6	\$1,560.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/07/2019				
Collins, Bryan	Meeting with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding latest ESL bid.	\$975.00	0.5	\$487.50
Collins, Bryan	Meeting with E. Tzavelis, S. Fielding, M. Butler (all Deloitte), M. Korycki (M-III), and J. Goodin (Sears) regarding outstanding creditors and ownership percentages.	\$975.00	0.3	\$292.50
Espinola, Jonathan	Review apportionment research for South Carolina for state tax model.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research for Tennessee for state tax model.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research for Texas for state tax model.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research for Utah for state tax model.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research for Vermont for state tax model.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research for Virginia for state tax model.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research for Oklahoma for state tax attribute reduction model.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research for Oregon for state tax attribute reduction model.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research for Pennsylvania for state tax model.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research for Rhode Island for state tax model.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review email correspondence regarding fleet sales tax.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research for West Virginia for state tax model.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review apportionment research for Wisconsin for state tax model.	\$595.00	0.4	\$238.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/07/2019				
Espinola, Jonathan	Call with B. Sullivan, T. Maxey, C. Newport, B. Collins, M. Butler, E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) regarding potential transfer tax liability.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with B. Sullivan, J. Espinola, T. Maxey, C. Newport, B. Collins, M. Butler, E. Tzavelis, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) regarding potential transfer tax liability.	\$595.00	0.5	\$297.50
Fielding, Stephen	Meeting with B. Collins, E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding latest ESL bid.	\$595.00	0.5	\$297.50
Fielding, Stephen	Meeting with B. Collins, D. Hoffman, E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) evaluating whether potential emergence transactions can qualify as a reorganization under IRC Section 368(a)(1)(G).	\$595.00	1.2	\$714.00
Fielding, Stephen	Meeting with B. Collins, D. Hoffman, E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to assess the impact of a potential taxable asset transaction	\$595.00	1.6	\$952.00
Fielding, Stephen	Meeting with D. Hoffman, E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding additional detail provided by D. Meyer (Sears) related to certain deferred tax adjustments.	\$595.00	0.7	\$416.50
Fielding, Stephen	Meeting with E. Tzavelis, B. Collins, M. Butler (all Deloitte), M. Korycki (M-III), and J. Goodin (Sears) regarding outstanding creditors and ownership percentages.	\$595.00	0.3	\$178.50
Fielding, Stephen	Meeting with B. Collins, M. Butler, E. Tzavelis, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) regarding intercompany balances and debt agreements.	\$595.00	0.5	\$297.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/07/2019				
Fielding, Stephen	Meeting with B. Collins, M. Butler, E. Tzavelis, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) regarding the application of an IRC Section 382(l)(5) election to a consolidated group.	\$595.00	0.7	\$416.50
Fielding, Stephen	Meeting with B. Collins, M. Butler, E. Tzavelis, M. Browning, J. Allegretti, C. Chatten (all Deloitte), L. Meerschaert, D. Meyer, and C. Olsen (Sears) regarding status of tax attribute reduction analysis and other deliverables.	\$595.00	0.7	\$416.50
Fielding, Stephen	Meeting with M. Butler, E. Tzavelis, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) regarding cancellation of debt income consequences arising from certain unsecured liabilities.	\$595.00	0.7	\$416.50
Hoffman, David	Meeting with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding additional detail provided by D. Meyer (Sears) related to certain deferred tax adjustments.	\$850.00	0.7	\$595.00
Hoffman, David	Meeting with B. Collins, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) evaluating whether potential emergence transactions can qualify as a reorganization under IRC Section 368(a)(1)(G).	\$850.00	1.2	\$1,020.00
Hoffman, David	Meeting with B. Collins, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to assess the impact of a potential taxable asset transaction.	\$850.00	1.6	\$1,360.00
Hoffman, David	Meeting with E. Tzavelis, M. Butler, M. Browning, and J. Allegretti (all Deloitte) to discuss status of the restructuring slide deck, the updated tax attribute reduction model and subsequent steps for the different tax work streams.	\$850.00	1.1	\$935.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/07/2019				
Hospodarsky, Sara	Perform data entry for company file updates for stock basis analysis.	\$325.00	5.8	\$1,885.00
Lowry, Jamie	Draft correspondence to Deloitte state tax team regarding review of updated state tax attribute reduction model and memo.	\$595.00	0.8	\$476.00
Maxey, Tim	Call with B. Sullivan, J. Espinola, C. Newport, B. Collins, M. Butler, E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) regarding potential transfer tax liability.	\$450.00	0.5	\$225.00
Newport, Cathy	Review updates to estimated transfer tax on sale of fleet analysis.	\$725.00	0.2	\$145.00
Newport, Cathy	Call with B. Sullivan, J. Espinola, T. Maxey, B. Collins, M. Butler, E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) regarding potential transfer tax liability.	\$725.00	0.5	\$362.50
Schreiber, Mendy	Research requirements for an IRC Section 368(a)(1)(G) reorganization.	\$450.00	2.0	\$900.00
Sullivan, Brian	Call with J. Espinola, T. Maxey, C. Newport, B. Collins, M. Butler, E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) regarding potential transfer tax liability.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with B. Sullivan, J. Espinola, T. Maxey, C. Newport, B. Collins, M. Butler, S. Fielding, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) regarding potential transfer tax liability.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Meeting with M. Butler, S. Fielding, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) regarding cancellation of debt income consequences arising from certain unsecured liabilities.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Meeting with B. Collins, S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding latest ESL bid.	\$850.00	0.5	\$425.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/07/2019				
Tzavelis, Elias	Meeting with B. Collins, S. Fielding, M. Butler (all Deloitte), M. Korycki (M-III), and J. Goodin (Sears) regarding outstanding creditors and ownership percentages.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Meeting with D. Hoffman, M. Butler, M. Browning, and J. Allegretti (all Deloitte) to discuss status of the restructuring slide deck, the updated tax attribute reduction model and subsequent steps for the different tax work streams.	\$850.00	1.1	\$935.00
Tzavelis, Elias	Meeting with D. Hoffman, S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding additional detail provided by D. Meyer (Sears) related to certain deferred tax adjustments.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Meeting with B. Collins, M. Butler, S. Fielding, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) regarding the application of an IRC Section 382(l)(5) election to a consolidated group.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Meeting with B. Collins, M. Butler, S. Fielding, M. Browning, J. Allegretti, and C. Chatten (all Deloitte) regarding intercompany balances and debt agreements.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Meeting with B. Collins, M. Butler, S. Fielding, M. Browning, J. Allegretti, C. Chatten (all Deloitte), L. Meerschaert, D. Meyer, and C. Olsen (all Sears) regarding status of tax attribute reduction analysis and other deliverables.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Meeting with B. Collins, D. Hoffman, S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) evaluating whether potential emergence transactions can qualify as a reorganization under IRC Section 368(a)(1)(G).	\$850.00	1.2	\$1,020.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/07/2019				
Tzavelis, Elias	Meeting with B. Collins, D. Hoffman, S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to assess the impact of a potential taxable asset transaction.	\$850.00	1.6	\$1,360.00
01/08/2019				
Allegretti, Joe	Meeting with B. Collins, M. Browning, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding tax attribute reduction analysis.	\$325.00	1.3	\$422.50
Allegretti, Joe	Meeting with B. Collins, M. Butler and B. Baily (all Deloitte) to discuss the preliminary solvency calculation based on 2018 book balances on an entity-by-entity basis.	\$325.00	0.8	\$260.00
Allegretti, Joe	Call with B. Sullivan, B. Baily, B. Collins, M. Browning, S. Fielding, E. Tzavelis, M. Butler, C. Chatten (all Deloitte), Weil tax team, and Sears tax team regarding outstanding state tax and transfer tax issues for an upcoming transaction.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with B. Sullivan, B. Baily, M. Browning, M. Butler, and C. Chatten (all Deloitte) to follow up on outstanding state tax and transfer tax issues for an upcoming transaction after discussions with Weil and Sears tax teams.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with J. Forrest, B. Collins, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Baily, and M. Schreiber (all Deloitte) regarding status of emergence transaction and potential structuring issues.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with K. Corrigan, B. Baily, B. Collins, M. Browning, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding preliminary stock basis estimates.	\$325.00	0.3	\$97.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/08/2019				
Allegretti, Joe	Meeting with B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding revisions to illustrative restructuring alternatives deck.	\$325.00	1.2	\$390.00
Allegretti, Joe	Meeting with B. Baily, B. Collins, M. Browning, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) discussing and evaluating potential structuring alternatives of emergence transaction.	\$325.00	0.5	\$162.50
Allegretti, Joe	Meeting with B. Baily, B. Collins, M. Browning, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding implications of intercompany obligations on structure of emergence transaction.	\$325.00	0.9	\$292.50
Allegretti, Joe	Meeting with B. Baily, B. Collins, M. Browning, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding likelihood of emergence transaction qualifying as a Section 368 (a)(1)(G) reorganization.	\$325.00	1.5	\$487.50
Allegretti, Joe	Meeting with B. Baily, B. Collins, M. Browning, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding tax implications of sale of intercompany notes.	\$325.00	0.3	\$97.50
Allegretti, Joe	Meeting with B. Baily, M. Browning, M. Butler, and C. Chatten (all Deloitte) regarding tax attribute reduction model.	\$325.00	0.7	\$227.50
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss the updates to the 2018 tax basis balance sheet deferred tax adjustments based on responses from the Sears tax team.	\$325.00	0.7	\$227.50
Allegretti, Joe	Update the 2018 tax basis balance sheet based on discussion with M. Butler (Deloitte) and comments from Sears tax team.	\$325.00	0.8	\$260.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/08/2019				
Atwal, Justin	Review data input completed by TCI with regards to the sears basis study.	\$325.00	0.8	\$260.00
Atwal, Justin	Perform data input for Sears basis study.	\$325.00	5.7	\$1,852.50
Baily, Brianna	Research into 2015 revenue rulings and related articles, and private letter rulling on upstream IRC Section 168(a)(1)(C) reorganizations.	\$595.00	1.2	\$714.00
Baily, Brianna	Call with B. Sullivan, B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, M. Butler, C. Chatten (all Deloitte), Weil tax team, and Sears tax team regarding outstanding state tax and transfer tax issues for an upcoming transaction.	\$595.00	0.6	\$357.00
Baily, Brianna	Call with B. Sullivan, J. Allegretti, M. Browning, M. Butler, and C. Chatten (all Deloitte) to follow up on outstanding state tax and transfer tax issues for an upcoming transaction after discussions with Weil and Sears tax teams.	\$595.00	0.3	\$178.50
Baily, Brianna	Call with K. Corrigan, B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding preliminary stock basis estimates.	\$595.00	0.3	\$178.50
Baily, Brianna	Meeting with J. Allegretti, M. Browning, M. Butler, and C. Chatten (all Deloitte) regarding tax attribute reduction model	\$595.00	0.7	\$416.50
Baily, Brianna	Meeting with B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding revisions to illustrative restructuring alternatives deck	\$595.00	1.2	\$714.00
Baily, Brianna	Meeting with B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding tax implications of sale of intercompany notes	\$595.00	0.3	\$178.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/08/2019				
Baily, Brianna	Meeting with B. Collins, J. Allegretti, and M. Butler (all Deloitte) to discuss the preliminary solvency calculation based on 2018 book balances on an entity-by-entity basis	\$595.00	0.8	\$476.00
Baily, Brianna	Call with J. Forrest, B. Collins, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, and M. Schreiber (all Deloitte) regarding status of emergence transaction and potential structuring issues	\$595.00	0.4	\$238.00
Baily, Brianna	Meeting with B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) discussing and evaluating potential structuring alternatives of emergence transaction.	\$595.00	0.5	\$297.50
Baily, Brianna	Meeting with B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding implications of intercompany obligations on structure of emergence transaction	\$595.00	0.9	\$535.50
Baily, Brianna	Meeting with B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding likelihood of emergence transaction qualifying as a Section 368 (a)(1)(G) reorganization	\$595.00	1.5	\$892.50
Browning, Maria	Meeting with B. Baily, J. Allegretti, M. Butler, and C. Chatten (all Deloitte) regarding tax attribute reduction model.	\$450.00	0.7	\$315.00
Browning, Maria	Meeting with B. Collins, J. Allegretti, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding tax attribute reduction analysis.	\$450.00	1.3	\$585.00
Browning, Maria	Call with J. Forrest, B. Collins, E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Baily, and M. Schreiber (all Deloitte) regarding status of emergence transaction and potential structuring issues.	\$450.00	0.4	\$180.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/08/2019				
Browning, Maria	Meeting with B. Baily, B. Collins, J. Allegretti, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding implications of intercompany obligations on structure of emergence transaction.	\$450.00	0.9	\$405.00
Browning, Maria	Meeting with B. Baily, B. Collins, J. Allegretti, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding likelihood of emergence transaction qualifying as a Section 368 (a)(1)(G) reorganization.	\$450.00	1.5	\$675.00
Browning, Maria	Meeting with B. Baily, B. Collins, J. Allegretti, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding revisions to illustrative restructuring alternatives deck.	\$450.00	1.2	\$540.00
Browning, Maria	Meeting with B. Baily, B. Collins, J. Allegretti, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding tax implications of sale of intercompany notes.	\$450.00	0.3	\$135.00
Browning, Maria	Meeting with B. Baily, B. Collins, J. Allegretti, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) discussing and evaluating potential structuring alternatives of emergence transaction.	\$450.00	0.5	\$225.00
Browning, Maria	Call with B. Sullivan, B. Baily, B. Collins, J. Allegretti, S. Fielding, E. Tzavelis, M. Butler, C. Chatten (all Deloitte), Weil tax team, and Sears tax team regarding outstanding state tax and transfer tax issues for an upcoming transaction.	\$450.00	0.6	\$270.00
Browning, Maria	Call with B. Sullivan, B. Baily, J. Allegretti, M. Butler, and C. Chatten (all Deloitte) to follow up on outstanding state tax and transfer tax issues for an upcoming transaction after discussions with Weil and Sears tax teams.	\$450.00	0.3	\$135.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/08/2019				
Browning, Maria	Call with K. Corrigan, B. Baily, B. Collins, J. Allegretti, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding preliminary stock basis estimates.	\$450.00	0.3	\$135.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss the updates to the 2018 tax basis balance sheet deferred tax adjustments based on responses from the Sears tax team.	\$595.00	0.7	\$416.50
Butler, Mike	Meeting with B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, and C. Chatten (all Deloitte) regarding tax attribute reduction analysis.	\$595.00	1.3	\$773.50
Butler, Mike	Meeting with B. Collins, J. Allegretti, M. Butler and B. Baily (all Deloitte) to discuss the preliminary solvency calculation based on 2018 book balances on an entity-by-entity basis	\$595.00	0.8	\$476.00
Butler, Mike	Meeting with B. Baily, J. Allegretti, M. Browning, and C. Chatten (all Deloitte) regarding tax attribute reduction model.	\$595.00	0.7	\$416.50
Butler, Mike	Meeting with B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, and C. Chatten (all Deloitte) discussing and evaluating potential structuring alternatives of emergence transaction.	\$595.00	0.5	\$297.50
Butler, Mike	Meeting with B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, and C. Chatten (all Deloitte) regarding implications of intercompany obligations on structure of emergence transaction.	\$595.00	0.9	\$535.50
Butler, Mike	Meeting with B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, and C. Chatten (all Deloitte) regarding revisions to illustrative restructuring alternatives deck.	\$595.00	1.2	\$714.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/08/2019				
Butler, Mike	Meeting with B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, and C. Chatten (all Deloitte) regarding tax implications of sale of intercompany notes.	\$595.00	0.3	\$178.50
Butler, Mike	Meeting with B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, and C. Chatten (all Deloitte) regarding likelihood of emergence transaction qualifying as an IRC Section 368(a)(1)(G) reorganization.	\$595.00	1.5	\$892.50
Butler, Mike	Call with J. Forrest, B. Collins, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Baily, and M. Schreiber (all Deloitte) regarding status of emergence transaction and potential structuring issues.	\$595.00	0.4	\$238.00
Butler, Mike	Call with K. Corrigan, B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, and C. Chatten (all Deloitte) regarding preliminary stock basis estimates.	\$595.00	0.3	\$178.50
Butler, Mike	Call with B. Sullivan, B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, C. Chatten (all Deloitte), Weil tax team, and Sears tax team regarding outstanding state tax and transfer tax issues for an upcoming transaction.	\$595.00	0.6	\$357.00
Butler, Mike	Call with B. Sullivan, B. Baily, J. Allegretti, M. Browning, and C. Chatten (all Deloitte) to follow up on outstanding state tax and transfer tax issues for an upcoming transaction after discussions with Weil and Sears tax teams.	\$595.00	0.3	\$178.50
Butler, Mike	Review revised cancellation of debt calculation and assumptions for tax attribute reduction model.	\$595.00	1.2	\$714.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/08/2019				
Chatten, Colin	Call with B. Sullivan, S. Fielding, E. Tzavelis (all Deloitte), M. Korycki, W. Gallagher, and N. Zatzkin (M-III) regarding real estate valuation.	\$325.00	0.5	\$162.50
Chatten, Colin	Call with J. Forrest, B. Collins, E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Baily, and M. Schreiber (all Deloitte) regarding status of emergence transaction and potential structuring issues.	\$325.00	0.4	\$130.00
Chatten, Colin	Call with B. Sullivan, B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, M. Butler (all Deloitte), Weil tax team, and Sears tax team regarding outstanding state tax and transfer tax issues for an upcoming transaction.	\$325.00	0.6	\$195.00
Chatten, Colin	Call with B. Sullivan, B. Baily, J. Allegretti, M. Browning, and M. Butler (all Deloitte) to follow up on outstanding state tax and transfer tax issues for an upcoming transaction after discussions with Weil and Sears tax teams.	\$325.00	0.3	\$97.50
Chatten, Colin	Meeting with B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, and M. Butler (all Deloitte) regarding tax attribute reduction analysis.	\$325.00	1.3	\$422.50
Chatten, Colin	Meeting with B. Baily, J. Allegretti, M. Browning, and M. Butler (all Deloitte) regarding tax attribute reduction model.	\$325.00	0.7	\$227.50
Chatten, Colin	Meeting with B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, and M. Butler (all Deloitte) discussing and evaluating potential structuring alternatives of emergence transaction.	\$325.00	0.5	\$162.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/08/2019				
Chatten, Colin	Meeting with B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, and M. Butler (all Deloitte) regarding implications of intercompany obligations on structure of emergence transaction.	\$325.00	0.9	\$292.50
Chatten, Colin	Meeting with B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, and M. Butler (all Deloitte) regarding likelihood of emergence transaction qualifying as an IRC Section 368(a)(1)(G) reorganization.	\$325.00	1.5	\$487.50
Chatten, Colin	Meeting with B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, and M. Butler (all Deloitte) regarding revisions to illustrative restructuring alternatives deck.	\$325.00	1.2	\$390.00
Chatten, Colin	Meeting with B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, and M. Butler (all Deloitte) regarding tax implications of sale of intercompany notes.	\$325.00	0.3	\$97.50
Chatten, Colin	Create schedule of intercompany balances labeled as gridnotes in various documents provided by management.	\$325.00	1.4	\$455.00
Chatten, Colin	Research case law and revenue rulings relating to reorganizations under IRC Section 368(a)(1)(G).	\$325.00	3.7	\$1,202.50
Chatten, Colin	Call with K. Corrigan, B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, and M. Butler (all Deloitte) regarding preliminary stock basis estimates.	\$325.00	0.3	\$97.50
Collins, Bryan	Meeting with B. Baily, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, M. Butler, and C. Chaten (all Deloitte) discussing and evaluating potential structuring alternatives of emergence transaction.	\$975.00	0.5	\$487.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/08/2019				
Collins, Bryan	Meeting with B. Baily, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding implications of intercompany obligations on structure of emergence transaction.	\$975.00	0.9	\$877.50
Collins, Bryan	Meeting with B. Baily, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding likelihood of emergence transaction qualifying as an IRC Section 368(a)(1)(G) reorganization.	\$975.00	1.5	\$1,462.50
Collins, Bryan	Meeting with B. Baily, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding revisions to illustrative restructuring alternatives deck.	\$975.00	1.2	\$1,170.00
Collins, Bryan	Meeting with B. Baily, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (Deloitte) regarding tax implications of sale of intercompany notes.	\$975.00	0.3	\$292.50
Collins, Bryan	Call with B. Sullivan, B. Baily, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, M. Butler, C. Chatten (all Deloitte), Weil tax team, and Sears tax team regarding outstanding state tax and transfer tax issues for an upcoming transaction.	\$975.00	0.6	\$585.00
Collins, Bryan	Meeting with J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding tax attribute reduction analysis.	\$975.00	1.3	\$1,267.50
Collins, Bryan	Meeting with J. Allegretti, M. Butler, and B. Baily (all Deloitte) to discuss the preliminary solvency calculation based on 2018 book balances on an entity-by-entity basis.	\$975.00	0.8	\$780.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/08/2019				
Collins, Bryan	Call with J. Forrest, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Baily, and M. Schreiber (all Deloitte) regarding status of emergence transaction and potential structuring issues.	\$975.00	0.4	\$390.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding (all Deloitte), and R. Boyle (Sears) regarding emergence transaction structure and ESL bid.	\$975.00	0.7	\$682.50
Collins, Bryan	Call with K. Corrigan, B. Baily, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding preliminary stock basis estimates.	\$975.00	0.3	\$292.50
Corrigan, Kevin	Call with B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding preliminary stock basis estimates.	\$595.00	0.3	\$178.50
Corrigan, Kevin	Update intercompany balances in tax stock basis calculations.	\$595.00	1.0	\$595.00
Espinola, Jonathan	Review research regarding Illinois' conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding Iowa's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding Alabama's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding Delaware's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding District of Columbia's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding Florida's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/08/2019				
Espinola, Jonathan	Review research regarding Georgia's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding Hawaii's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding Idaho's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding Arizona's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding Arkansas' conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding California's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding Colorado's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding Connecticut's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding Connecticut's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Fairchild, Chris	Review research regarding state conformity to IRC Section 172(a)(2) for state tax gain model in Hawaii, Iowa, Idaho, and Illinois.	\$325.00	0.5	\$162.50
Fielding, Stephen	Meeting with B. Collins, J. Allegretti, M. Browning, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding tax attribute reduction analysis.	\$595.00	1.3	\$773.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/08/2019				
Fielding, Stephen	Call with B. Sullivan, B. Baily, B. Collins, J. Allegretti, M. Browning, E. Tzavelis, M. Butler, C. Chatten (all Deloitte), Weil tax team, and Sears tax team regarding outstanding state tax and transfer tax issues for an upcoming transaction.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with B. Sullivan, E. Tzavelis, C. Chatten (all Deloitte), M. Korycki, W. Gallagher, and N. Zatzkin (all M-III) regarding real estate valuation.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, B. Collins (all Deloitte), and R. Boyle (Sears) regarding emergence transaction structure and ESL bid.	\$595.00	0.7	\$416.50
Fielding, Stephen	Meeting with B. Baily, B. Collins, J. Allegretti, M. Browning, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding revisions to illustrative restructuring alternatives deck.	\$595.00	1.2	\$714.00
Fielding, Stephen	Meeting with B. Baily, B. Collins, J. Allegretti, M. Browning, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding tax implications of sale of intercompany notes.	\$595.00	0.3	\$178.50
Fielding, Stephen	Meeting with B. Baily, B. Collins, J. Allegretti, M. Browning, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) discussing and evaluating potential structuring alternatives of emergence transaction.	\$595.00	0.5	\$297.50
Fielding, Stephen	Meeting with B. Baily, B. Collins, J. Allegretti, M. Browning, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding implications of intercompany obligations on structure of emergence transaction.	\$595.00	0.9	\$535.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/08/2019				
Fielding, Stephen	Meeting with B. Baily, B. Collins, J. Allegretti, M. Browning, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding likelihood of emergence transaction qualifying as an IRC Section 368(a)(1)(G) reorganization.	\$595.00	1.5	\$892.50
Fielding, Stephen	Call with J. Forrest, B. Collins, E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Baily, and M. Schreiber (all Deloitte) regarding status of emergence transaction and potential structuring issues.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with K. Corrigan, B. Baily, B. Collins, J. Allegretti, M. Browning, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding preliminary stock basis estimates.	\$595.00	0.3	\$178.50
Forrest, Jonathan	Call with B. Collins, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Baily, and M. Schreiber (all Deloitte) regarding status of emergence transaction and potential structuring issues.	\$975.00	0.4	\$390.00
Hospodarsky, Sara	Prepare company disposition date updates for Sears Stock Basis study.	\$325.00	0.7	\$227.50
Maxey, Tim	Call with C. Newport (Deloitte) to discuss motor vehicle excise tax research needed for estimated transfer tax on sale of fleet analysis.	\$450.00	0.1	\$45.00
Newport, Cathy	Call with T. Maxey (Deloitte) to discuss motor vehicle excise tax research needed for estimated transfer tax on sale of fleet analysis.	\$725.00	0.1	\$72.50
Omar, Fatin	Review estimates of transfer tax liability on sale of fleet.	\$725.00	1.0	\$725.00
Schreiber, Mendy	Research requirements for an IRC Section 368(a)(1)(G) reorganization.	\$450.00	2.0	\$900.00
Sullivan, Brian	Call with S. Fielding, E. Tzavelis, C. Chatten (all Deloitte), M. Korycki, W. Gallagher, and N. Zatzkin (M-III) regarding real estate valuation.	\$850.00	0.5	\$425.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/08/2019				
Sullivan, Brian	Call with B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, M. Butler, C. Chatten (all Deloitte), Weil tax team, and Sears tax team regarding outstanding state tax and transfer tax issues for an upcoming transaction.	\$850.00	0.6	\$510.00
Sullivan, Brian	Call with B. Baily, J. Allegretti, M. Browning, M. Butler, and C. Chatten (all Deloitte) to follow up on outstanding state tax and transfer tax issues for an upcoming transaction after discussions with Weil and Sears tax teams	\$850.00	0.3	\$255.00
Tzavelis, Elias	Meeting with B. Collins, J. Allegretti, M. Browning, S. Fielding, M. Butler, and C. Chatten (all Deloitte) regarding tax attribute reduction analysis.	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Meeting with B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, M. Butler, and C. Chatten (all Deloitte) regarding implications of intercompany obligations on structure of emergence transaction.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Meeting with B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, M. Butler, and C. Chatten (all Deloitte) regarding likelihood of emergence transaction qualifying as an IRC Section 368(a)(1)(G) reorganization.	\$850.00	1.5	\$1,275.00
Tzavelis, Elias	Meeting with B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, M. Butler, and C. Chatten (all Deloitte) regarding revisions to illustrative restructuring alternatives deck.	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Meeting with B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, M. Butler, and C. Chatten (all Deloitte) regarding tax implications of sale of intercompany notes.	\$850.00	0.3	\$255.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/08/2019				
Tzavelis, Elias	Meeting with B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, M. Butler, and C. Chatten (all Deloitte) discussing and evaluating potential structuring alternatives of emergence transaction.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with B. Collins, S. Fielding (both Deloitte), and R. Boyle (Sears) regarding emergence transaction structure and ESL bid.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with B. Sullivan, S. Fielding, C. Chatten (all Deloitte), M. Korycki, W. Gallagher, and N. Zatzkin (all M-III) regarding real estate valuation.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with B. Sullivan, B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, M. Butler, C. Chatten (all Deloitte), Weil tax team, and Sears tax team regarding outstanding state tax and transfer tax issues for an upcoming transaction.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with K. Corrigan, B. Baily, B. Collins, J. Allegretti, M. Browning, S. Fielding, M. Butler, and C. Chatten (all Deloitte) regarding preliminary stock basis estimates.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with J. Forrest, B. Collins, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Baily, and M. Schreiber (all Deloitte) regarding status of emergence transaction and potential structuring issues.	\$850.00	0.4	\$340.00
01/09/2019				
Allegretti, Joe	Update the recovery waterflow calculation within the tax attribute reduction model.	\$325.00	0.8	\$260.00
Allegretti, Joe	Update the tax attribute reduction model output slides and address the comments within the restructuring slides to send to Deloitte team for additional updates and review.	\$325.00	1.6	\$520.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/09/2019				
Allegretti, Joe	Meeting with M. Butler, B. Collins, B. Baily and J. Forrest (all Deloitte) to discuss updates to the organizational chart slides within the restructuring slide deck.	\$325.00	0.9	\$292.50
Allegretti, Joe	Meeting with M. Butler, J. Forrest and B. Baily (all Deloitte) to discuss updates to the organizational chart slides within the restructuring slide deck.	\$325.00	0.5	\$162.50
Allegretti, Joe	Meeting with B. Collins, B. Baily, E. Tzavelis, J. Forrest, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) to draft language explaining key assumptions underlying the summary outputs in the illustrative restructuring alternatives slid	\$325.00	2.9	\$942.50
Allegretti, Joe	Meeting with B. Baily, J. Forrest, and M. Butler (all Deloitte) regarding location of debt and tax attributes.	\$325.00	1.1	\$357.50
Allegretti, Joe	Call with K. Corrigan, B. Collins, B. Baily, E. Tzavelis, J. Forrest, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding stock basis estimates and excess loss accounts.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with M. Lew, B. Collins, B. Baily, E. Tzavelis, J. Forrest, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding intercompany debt information provided by Company.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with B. Sullivan, B. Collins, B. Baily, E. Tzavelis, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding real estate valuation.	\$325.00	0.1	\$32.50
Allegretti, Joe	Meeting with B. Collins, B. Baily, E. Tzavelis, J. Forrest, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding IRC Section 382 (l)(5) election.	\$325.00	1.6	\$520.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/09/2019				
Allegretti, Joe	Meeting with B. Collins, B. Baily, E. Tzavelis, J. Forrest, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding terms of intercompany and third party debt.	\$325.00	0.4	\$130.00
Allegretti, Joe	Meeting with B. Collins, B. Baily, E. Tzavelis, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding potential excess loss accounts resulting from preliminary stock basis study.	\$325.00	0.8	\$260.00
Atwal, Justin	Review data input completed by third party with regards to the sears basis study.	\$325.00	2.9	\$942.50
Atwal, Justin	Continue to review data input completed by third party with regards to the sears basis study.	\$325.00	2.8	\$910.00
Atwal, Justin	Work on corrections for the sears basis study.	\$325.00	1.6	\$520.00
Baily, Brianna	Meeting with B. Collins, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding Section 382(l)(5) election	\$595.00	1.6	\$952.00
Baily, Brianna	Meeting with B. Collins, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding terms of intercompany and third party debt	\$595.00	0.4	\$238.00
Baily, Brianna	Meeting with B. Collins, J. Allegretti, E. Tzavelis, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding potential excess loss accounts resulting from preliminary stock basis study.	\$595.00	0.8	\$476.00
Baily, Brianna	Call with M. Lew, B. Collins, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding intercompany debt information provided by Company	\$595.00	0.3	\$178.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/09/2019				
Baily, Brianna	Meeting with B. Collins, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) to draft language explaining key assumptions underlying the summary outputs in the illustrative restructuring alternatives	\$595.00	2.9	\$1,725.50
Baily, Brianna	Meeting with J. Allegretti, M. Butler, B. Collins, and J. Forrest (all Deloitte) to discuss updates to the organizational chart slides within the restructuring slide deck	\$595.00	0.9	\$535.50
Baily, Brianna	Meeting with J. Allegretti, J. Forrest, and M. Butler (all Deloitte) regarding location of debt and tax attributes	\$595.00	1.1	\$654.50
Baily, Brianna	Meeting with J. Allegretti, M. Butler, J. Forrest (all Deloitte) to discuss updates to the organizational chart slides within the restructuring slide deck	\$595.00	0.5	\$297.50
Baily, Brianna	Call with B. Sullivan, B. Collins, J. Allegretti, E. Tzavelis, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding real estate valuation.	\$595.00	0.1	\$59.50
Baily, Brianna	Call with K. Corrigan, B. Collins, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding stock basis estimates and excess loss accounts	\$595.00	0.4	\$238.00
Browning, Maria	Call with B. Sullivan, B. Collins, B. Baily, J. Allegretti, E. Tzavelis, M. Butler, S. Fielding, and C. Chatten (all Deloitte) regarding real estate valuation.	\$450.00	0.1	\$45.00
Browning, Maria	Meeting with B. Collins, B. Baily, J. Allegretti, E. Tzavelis, M. Butler, S. Fielding, and C. Chatten (all Deloitte) regarding potential excess loss accounts resulting from preliminary stock basis study.	\$450.00	0.8	\$360.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/09/2019				
Browning, Maria	Meeting with B. Collins, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, S. Fielding, and C. Chatten (all deloitte) regarding Section 382(l)(5) election.	\$450.00	1.6	\$720.00
Browning, Maria	Meeting with B. Collins, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, S. Fielding, and C. Chatten(all Deloitte) regarding terms of intercompany and third party debt.	\$450.00	0.4	\$180.00
Browning, Maria	Call with K. Corrigan, B. Collins, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, S. Fielding, and C. Chatten (all Deloitte) regarding stock basis estimates and excess loss accounts.	\$450.00	0.4	\$180.00
Browning, Maria	Call with M. Lew, B. Collins, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, S. Fielding, and C. Chatten (all Deloitte) regarding intercompany debt information provided by Company.	\$450.00	0.3	\$135.00
Browning, Maria	Meeting with B. Collins, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, S. Fielding, and C. Chatten (all Deloitte) to draft language explaining key assumptions underlying the summary outputs in the illustrative restructuring alternatives sl	\$450.00	2.9	\$1,305.00
Butler, Mike	Call with B. Sullivan, B. Collins, B. Baily, J. Allegretti, E. Tzavelis, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding real estate valuation.	\$595.00	0.1	\$59.50
Butler, Mike	Call with M. Lew, B. Collins, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding intercompany debt information provided by Company.	\$595.00	0.3	\$178.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/09/2019				
Butler, Mike	Call with K. Corrigan, B. Collins, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding stock basis estimates and excess loss accounts	\$595.00	0.4	\$238.00
Butler, Mike	Meeting with B. Collins, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Browning, S. Fielding, and C. Chatten (all Deloitte) to draft language explaining key assumptions underlying the summary outputs in the illustrative restructuring alternatives	\$595.00	2.9	\$1,725.50
Butler, Mike	Meeting with B. Baily, J. Allegretti, and J. Forrest (all Deloitte) regarding location of debt and tax attributes	\$595.00	1.1	\$654.50
Butler, Mike	Meeting with B. Collins, B. Baily, J. Allegretti, E. Tzavelis, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding potential excess loss accounts resulting from preliminary stock basis study.	\$595.00	0.8	\$476.00
Butler, Mike	Meeting with B. Collins, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding IRC Section 382 (l)(5) election.	\$595.00	1.6	\$952.00
Butler, Mike	Meeting with B. Collins, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding terms of intercompany and third party debt.	\$595.00	0.4	\$238.00
Butler, Mike	Meeting with J. Allegretti, B. Collins, B. Baily and J. Forrest (all Deloitte) to discuss updates to the organizational chart slides within the restructuring slide deck.	\$595.00	0.9	\$535.50
Butler, Mike	Meeting with J. Allegretti, J. Forrest, and B. Baily (all Deloitte) to discuss updates to the organizational chart slides within the restructuring slide deck.	\$595.00	0.5	\$297.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/09/2019				
Chatten, Colin	Meeting with B. Collins, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, M. Browning, and S. Fielding (all Deloitte) regarding IRC Section 382 (l)(5) election.	\$325.00	1.6	\$520.00
Chatten, Colin	Meeting with B. Collins, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, M. Browning, and S. Fielding (all Deloitte) regarding terms of intercompany and third party debt.	\$325.00	0.4	\$130.00
Chatten, Colin	Meeting with B. Collins, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, M. Browning, and S. Fielding (all Deloitte) to draft language explaining key assumptions underlying the summary outputs in the illustrative restructuring alternatives sl	\$325.00	2.9	\$942.50
Chatten, Colin	Meeting with B. Collins, B. Baily, J. Allegretti, E. Tzavelis, M. Butler, M. Browning, and S. Fielding (all Deloitte) regarding potential excess loss accounts resulting from preliminary stock basis study.	\$325.00	0.8	\$260.00
Chatten, Colin	Call with B. Sullivan, B. Collins, B. Baily, J. Allegretti, E. Tzavelis, M. Butler, M. Browning, and S. Fielding (all Deloitte) regarding real estate valuation.	\$325.00	0.1	\$32.50
Chatten, Colin	Call with K. Corrigan, B. Collins, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, M. Browning, and S. Fielding (all Deloitte) regarding stock basis estimates and excess loss accounts.	\$325.00	0.4	\$130.00
Chatten, Colin	Call with M. Lew, B. Collins, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, M. Browning, and S. Fielding (all Deloitte) regarding intercompany debt information provided by Company.	\$325.00	0.3	\$97.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/09/2019				
Collins, Bryan	Call with B. Sullivan, B. Baily, J. Allegretti, E. Tzavelis, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding real estate valuation.	\$975.00	0.1	\$97.50
Collins, Bryan	Call with K. Corrigan, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding stock basis estimates and excess loss accounts.	\$975.00	0.4	\$390.00
Collins, Bryan	Call with M. Lew, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding intercompany debt information provided by Company.	\$975.00	0.3	\$292.50
Collins, Bryan	Meeting with J. Allegretti, M. Butler, B. Baily, and J. Forrest (all Deloitte) to discuss updates to the organizational chart slides within the restructuring slide deck.	\$975.00	0.9	\$877.50
Collins, Bryan	Meeting with B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding IRC Section 382 (l)(5) election.	\$975.00	1.6	\$1,560.00
Collins, Bryan	Meeting with B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding terms of intercompany and third party debt.	\$975.00	0.4	\$390.00
Collins, Bryan	Meeting with B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) to draft language explaining key assumptions underlying the summary outputs in the illustrative restructuring alternatives sl	\$975.00	2.9	\$2,827.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/09/2019				
Collins, Bryan	Meeting with B. Baily, J. Allegretti, E. Tzavelis, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding status of stock basis study.	\$975.00	0.8	\$780.00
Corrigan, Kevin	Update tax stock basis calculations.	\$595.00	3.0	\$1,785.00
Corrigan, Kevin	Update tax stock basis calculations for intercompany treatment.	\$595.00	2.1	\$1,249.50
Corrigan, Kevin	Call with B. Collins, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding stock basis estimates and excess loss accounts	\$595.00	0.4	\$238.00
Espinola, Jonathan	Call to discuss real estate valuation adjustments for realty transfer tax projection on asset sale with B. Sullivan and F. Omar (both Deloitte).	\$595.00	0.4	\$238.00
Espinola, Jonathan	Call to discuss updated real estate valuations for purposes of realty transfer tax estimate with B. Sullivan (Deloitte).	\$595.00	0.3	\$178.50
Espinola, Jonathan	Call with C. Newport (Deloitte) regarding sales tax and valuation information for asset sale transaction.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Draft additional revisions to real estate transfer tax model including updated real property values, local rates, and New Jersey specific valuation calculations.	\$595.00	2.1	\$1,249.50
Espinola, Jonathan	Call with F. Omar (Deloitte) regarding additional revisions to be made to real estate transfer tax analysis.	\$595.00	0.7	\$416.50
Espinola, Jonathan	Draft revisions to real estate transfer tax model based on updated real estate valuation.	\$595.00	3.0	\$1,785.00
Espinola, Jonathan	Draft revisions to real estate transfer tax model pertaining to revised controlling interest transfer tax assumptions.	\$595.00	0.5	\$297.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
01/09/2019				
Feldscher, Taylor	Discuss revisions to sales tax deliverable with C. Newport (Deloitte).	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Texas.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in California.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Virginia.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Washington.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Ohio.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Pennsylvania.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in New Jersey.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in New York.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in North Carolina.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Maryland.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Massachusetts.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Michigan.	\$450.00	0.2	\$90.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/09/2019				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Florida.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Illinois.	\$450.00	0.3	\$135.00
Fielding, Stephen	Meeting with B. Collins, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, M. Browning, and C. Chatten (all Deloitte) to draft language explaining key assumptions underlying the summary outputs in the illustrative restructuring alternatives sl	\$595.00	2.9	\$1,725.50
Fielding, Stephen	Meeting with B. Collins, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, M. Browning, and C. Chatten (all Deloitte) regarding IRC Section 382 (l)(5) election.	\$595.00	1.6	\$952.00
Fielding, Stephen	Meeting with B. Collins, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, M. Browning, and C. Chatten (all Deloitte) regarding terms of intercompany and third party debt.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with M. Lew, B. Collins, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, M. Browning, and C. Chatten (all Deloitte) regarding intercompany debt information provided by Company.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with K. Corrigan, B. Collins, B. Baily, J. Allegretti, E. Tzavelis, J. Forrest, M. Butler, M. Browning, and C. Chatten (all Deloitte) regarding stock basis estimates and excess loss accounts.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with B. Sullivan, B. Collins, B. Baily, J. Allegretti, E. Tzavelis, M. Butler, M. Browning, and C. Chatten (all Deloitte) regarding real estate valuation.	\$595.00	0.1	\$59.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/09/2019				
Fielding, Stephen	Meeting with B. Collins, B. Baily, J. Allegretti, E. Tzavelis, M. Butler, M. Browning, and C. Chatten (all Deloitte) regarding potential excess loss accounts resulting from preliminary stock basis estimates.	\$595.00	0.8	\$476.00
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) regarding status of certain deliverables and outstanding workstreams.	\$595.00	0.4	\$238.00
Forrest, Jonathan	Call with K. Corrigan, B. Collins, B. Baily, J. Allegretti, E. Tzavelis, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding stock basis estimates and excess loss accounts.	\$975.00	0.4	\$390.00
Forrest, Jonathan	Call with M. Lew, B. Collins, B. Baily, J. Allegretti, E. Tzavelis, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding intercompany debt information provided by Company.	\$975.00	0.3	\$292.50
Forrest, Jonathan	Meeting with J. Allegretti, M. Butler, and B. Baily (all Deloitte) to discuss updates to the organizational chart slides within the restructuring slide deck.	\$975.00	0.5	\$487.50
Forrest, Jonathan	Meeting with J. Allegretti, M. Butler, B. Collins, and B. Baily (all Deloitte) to discuss updates to the organizational chart slides within the restructuring slide deck.	\$975.00	0.9	\$877.50
Forrest, Jonathan	Meeting with B. Collins, B. Baily, J. Allegretti, E. Tzavelis, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding IRC Section 382 (l)(5) election.	\$975.00	1.6	\$1,560.00
Forrest, Jonathan	Meeting with B. Collins, B. Baily, J. Allegretti, E. Tzavelis, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding terms of intercompany and third party debt.	\$975.00	0.4	\$390.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/09/2019				
Forrest, Jonathan	Meeting with B. Collins, B. Baily, J. Allegretti, E. Tzavelis, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) to draft language explaining key assumptions underlying the summary outputs in the illustrative restructuring alternatives s	\$975.00	2.9	\$2,827.50
Forrest, Jonathan	Meeting with B. Baily, J. Allegretti, and M. Butler (all Deloitte) regarding location of debt and tax attributes.	\$975.00	1.1	\$1,072.50
Hoffman, David	Meeting with C. Chatten, B. Collins and E. Tzavelis (all Deloitte) to discuss differences in tax outcomes across different emergence transaction structuring alternatives.	\$850.00	1.0	\$850.00
Maxey, Tim	Call with C. Newport (Deloitte) to discuss revisions to estimated transfer tax analysis on sale of fleet of vehicles.	\$450.00	0.3	\$135.00
Newport, Cathy	Call with C. Newport (Deloitte) regarding sales tax and valuation information for asset sale transaction.	\$725.00	0.4	\$290.00
Newport, Cathy	Call with T. Feldscher (Deloitte) to discuss updates to research regarding casual sales exemption from sales and use tax for sale of assets.	\$725.00	0.2	\$145.00
Newport, Cathy	Call with T. Maxey (Deloitte) to discuss revisions to estimated transfer tax analysis on sale of fleet of vehicles.	\$725.00	0.3	\$217.50
Newport, Cathy	Call to discuss sales and use transfer taxes on PP&E and motor vehicles in asset sale transaction with B. Sullivan and J. Espinola (both Deloitte)	\$725.00	0.6	\$435.00
Newport, Cathy	Review estimated transfer tax on sale of fleet of vehicles analysis.	\$725.00	0.4	\$290.00
Newport, Cathy	Review schedule of store locations and distribution center locations and summarize by state for purposes of analyzing potential sales and use tax on the sale of assets.	\$725.00	0.1	\$72.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/09/2019				
Newport, Cathy	Read statute, regulation and research related to California's sales and use tax exemption for casual sales.	\$725.00	0.6	\$435.00
Newport, Cathy	Read statute, regulation and research related to Florida's sales and use tax exemption for casual sales.	\$725.00	0.4	\$290.00
Omar, Fatin	Review estimates of transfer tax liability on sale of fleet.	\$725.00	0.9	\$652.50
Omar, Fatin	Call to discuss real estate valuation adjustments for realty transfer tax projection on asset sale with B. Sullivan and J. Espinola (both Deloitte).	\$725.00	0.6	\$435.00
Sullivan, Brian	Call to discuss updated real estate valuations for purposes of realty transfer tax estimate with J. Espinola (Deloitte).	\$850.00	0.3	\$255.00
Sullivan, Brian	Call with B. Collins, B. Baily, J. Allegretti, E. Tzavelis, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding real estate valuation.	\$850.00	0.1	\$85.00
Sullivan, Brian	Call to discuss real estate valuation adjustments for realty transfer tax projection on asset sale with F. Omar and J. Espinola (both Deloitte).	\$850.00	0.4	\$340.00
Sullivan, Brian	Call to discuss sales and use transfer taxes on plants, property, and equipment and motor vehicles in asset sale transaction with C. Newport and J. Espinola (both Deloitte).	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with K. Corrigan, B. Collins, B. Baily, J. Allegretti, J. Forrest, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding stock basis estimates and excess loss accounts.	\$850.00	0.4	\$340.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/09/2019				
Tzavelis, Elias	Call with M. Lew, B. Collins, B. Baily, J. Allegretti, J. Forrest, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding intercompany debt information provided by Company.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with B. Sullivan, B. Collins, B. Baily, J. Allegretti, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding real estate valuation.	\$850.00	0.1	\$85.00
Tzavelis, Elias	Meeting with B. Collins, B. Baily, J. Allegretti, J. Forrest, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding terms of intercompany and third party debt.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Meeting with B. Collins, B. Baily, J. Allegretti, J. Forrest, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) to draft language explaining key assumptions underlying the summary outputs in the illustrative restructuring alternatives sli	\$850.00	2.9	\$2,465.00
Tzavelis, Elias	Meeting with B. Collins, B. Baily, J. Allegretti, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding potential excess loss accounts resulting from preliminary stock basis study.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Meeting with B. Collins, B. Baily, J. Allegretti, J. Forrest, M. Butler, M. Browning, S. Fielding, and C. Chatten (all Deloitte) regarding IRC Section 382 (l)(5) election.	\$850.00	1.6	\$1,360.00
01/10/2019				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Sullivan, B. Collins, J. Forrest, B. Baily, M. Schreiber (all Deloitte), and Weil tax team regarding bankruptcy proceeding updates and illustrative restructuring alternatives slide	\$325.00	1.1	\$357.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/10/2019				
Allegretti, Joe	Cross-reference the email from M. Lew (Deloitte) with current location of debt for cancellation of debt purposes.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, and M. Schreiber (all Deloitte) regarding the summary organizational chart depicting significant intercompany balances in the illustrative restructuring alternatives slide	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten and M. Butler (all Deloitte) regarding revisions to illustrative restructuring alternatives deck in response to call with Weil.	\$325.00	0.9	\$292.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$325.00	1.6	\$520.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to review the tax attribute reduction model and update for new enterprise values and comments from internal and external parties.	\$325.00	1.9	\$617.50
Allegretti, Joe	Update the tax attribute reduction model for the updated stock basis calculation and running the intercompany balances through the tax basis balance sheets.	\$325.00	2.0	\$650.00
Allegretti, Joe	Update tax attribute reduction model.	\$325.00	1.3	\$422.50
Allegretti, Joe	Update summary tables in the illustrative restructuring alternatives slide presentation.	\$325.00	0.5	\$162.50
Atwal, Justin	Work on deliverable package and report for draft number one of sears stock basis study.	\$325.00	4.4	\$1,430.00
Atwal, Justin	Work on corrections for the sears basis study.	\$325.00	2.3	\$747.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/10/2019				
Atwal, Justin	Discuss updates to stock basis study with S. Hospodarsky (Deloitte).	\$325.00	0.5	\$162.50
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Sullivan, B. Collins, J. Forrest, M. Schreiber (all Deloitte), and Weil tax team regarding bankruptcy proceeding updates and illustrative restructuring alternatives	\$595.00	1.1	\$654.50
Baily, Brianna	Call with E. Tzavelis, S Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model	\$595.00	1.6	\$952.00
Baily, Brianna	Summarize and circulate notes on qualified creditor research.	\$595.00	1.9	\$1,130.50
Baily, Brianna	Call with J. Forrest, B. Collins, and M. Schreiber (all Deloitte) regarding ESL's revised bid	\$595.00	0.8	\$476.00
Baily, Brianna	Create list of status of and parties responsible for outstanding workflows.	\$595.00	0.4	\$238.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Sullivan, B. Collins, J. Forrest, B. Baily, M. Schreiber (all Deloitte), and Weil tax team regarding bankruptcy proceeding updates and illustrative restructuring alt	\$450.00	1.1	\$495.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding revisions to illustrative restructuring alternatives deck.	\$450.00	1.0	\$450.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding status of outstanding workstreams and deliverables.	\$450.00	0.3	\$135.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding status of outstanding workstreams and deliverables.	\$450.00	0.8	\$360.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/10/2019				
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding revisions to illustrative restructuring alternatives deck in response to call with Weil.	\$450.00	0.9	\$405.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, and M. Schreiber (all Deloitte) regarding the summary organizational chart depicting significant intercompany balances in the illustrative restructuring alternatives sli	\$450.00	0.6	\$270.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$450.00	1.6	\$720.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, and B. Sullivan (all Deloitte) regarding transfer tax estimates and real estate valuation.	\$450.00	0.2	\$90.00
Browning, Maria	Read ESL bid letter and latest APA for tax consequences.	\$450.00	2.1	\$945.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to review the tax attribute reduction model and update for new enterprise values and comments from internal and external parties	\$595.00	1.9	\$1,130.50
Butler, Mike	Call with J. Allegretti, B. Sullivan, B. Collins, J. Forrest, B. Baily, M. Schreiber (all Deloitte), and Weil tax team regarding bankruptcy proceeding updates and illustrative restructuring alternatives slide deck.	\$595.00	1.1	\$654.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) regarding revisions to illustrative restructuring alternatives deck in response to call with Weil.	\$595.00	0.9	\$535.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/10/2019				
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, and M. Schreiber (all Deloitte) regarding the summary organizational chart depicting significant intercompany balances in the illustrative restructuring alternatives s	\$595.00	0.6	\$357.00
Butler, Mike	Call with E. Tzavelis, S Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model	\$595.00	1.6	\$952.00
Butler, Mike	Review revised outputs for the tax attribute reduction model summary slides.	\$595.00	2.4	\$1,428.00
Chatten, Colin	Call with E. Tzavelis, S Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$325.00	1.6	\$520.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) regarding revisions to illustrative restructuring alternatives deck in response to call with Weil.	\$325.00	0.9	\$292.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, and M. Schreiber (all Deloitte) regarding the summary organizational chart depicting significant intercompany balances in the illustrative restructuring alternatives sl	\$325.00	0.6	\$195.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Sullivan, B. Collins, J. Forrest, B. Baily, M. Schreiber (all Deloitte), and Weil tax team regarding bankruptcy proceeding updates and illustrative restructuring alternatives sl	\$325.00	1.1	\$357.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/10/2019				
Chatten, Colin	Update schedule of store ownership for legal and tax purposes in response to recently announced store closures.	\$325.00	3.1	\$1,007.50
Chatten, Colin	Review latest asset purchase agreement.	\$325.00	1.8	\$585.00
Chatten, Colin	Review latest ESL bid.	\$325.00	1.2	\$390.00
Chatten, Colin	Research qualified creditor requirement of IRC Section 382(l)(5).	\$325.00	2.1	\$682.50
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) regarding revisions to illustrative restructuring alternatives deck.	\$325.00	1.0	\$325.00
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) regarding status of outstanding workstreams and deliverables.	\$325.00	0.8	\$260.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, J. Allegretti, B. Sullivan, J. Forrest, B. Baily, M. Schreiber (all Deloitte), and Weil tax team regarding bankruptcy proceeding updates and latest version of illustrative slide deck.	\$975.00	1.1	\$1,072.50
Collins, Bryan	Call with J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding ESL's revised bid.	\$975.00	0.8	\$780.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, J. Allegretti, and M. Schreiber (all Deloitte) regarding the summary organizational chart depicting significant intercompany balances in the illustrative restructuring alternatives sl	\$975.00	0.6	\$585.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, J. Allegretti, B. Sullivan, J. Forrest, B. Baily, M. Schreiber (all Deloitte), and Weil tax team regarding bankruptcy proceeding updates and illustrative restructuring alternatives sl	\$975.00	1.1	\$1,072.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/10/2019				
Collins, Bryan	Call with E. Tzavelis, S Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$975.00	1.6	\$1,560.00
Espinola, Jonathan	Revise real estate transfer tax model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Update New Jersey equalized value calculations for real estate transfer tax projection.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding Montana's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding Nebraska's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding New Hampshire's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding New Jersey's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding North Carolina's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding North Dakota's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding Maryland's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding Massachusetts' conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding Michigan's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding Minnesota's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/10/2019				
Espinola, Jonathan	Review research regarding Mississippi's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding Missouri's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding Kansas' conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding Kentucky's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding Louisiana's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding Maine's conformity to IRC Section 172(a)(2) for state gain model.	\$595.00	0.5	\$297.50
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Georgia.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Hawaii.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Idaho.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Maine.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Connecticut.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Minnesota.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Mississippi.	\$450.00	0.1	\$45.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/10/2019				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Missouri.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Indiana.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Iowa.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Kansas.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Kentucky.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Louisiana.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in New Mexico.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Nebraska.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Nevada.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in South Carolina.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in South Dakota.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Oklahoma.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in North Dakota.	\$450.00	0.1	\$45.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/10/2019				
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Colorado.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in West Virginia.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Wisconsin.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Wyoming.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Tennessee.	\$450.00	0.3	\$135.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Utah.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Vermont.	\$450.00	0.2	\$90.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Alabama.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Arizona.	\$450.00	0.1	\$45.00
Feldscher, Taylor	Research sales tax exemptions that apply to an asset sale scenario in Arkansas.	\$450.00	0.1	\$45.00
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) regarding status of outstanding workstreams and deliverables.	\$595.00	0.8	\$476.00
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) regarding revisions to illustrative restructuring alternatives deck.	\$595.00	1.0	\$595.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/10/2019				
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Sullivan, B. Collins, J. Forrest, B. Baily, M. Schreiber (all Deloitte), and Weil tax team regarding bankruptcy proceeding updates and illustrative restructuring alternatives sli	\$595.00	1.1	\$654.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding revisions to illustrative restructuring alternatives deck in response to call with Weil.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, and M. Schreiber (all Deloitte) regarding the summary organizational chart depicting significant intercompany balances in the illustrative restructuring alternatives sli	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$595.00	1.6	\$952.00
Forrest, Jonathan	Evaluate potential restructuring scenarios proposed by Weil Gotshal.	\$975.00	0.6	\$585.00
Forrest, Jonathan	Review tax attribute reduction model.	\$975.00	1.2	\$1,170.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Sullivan, B. Collins, B. Baily, M. Schreiber (all Deloitte), and Weil tax team regarding bankruptcy proceeding updates and illustrative restructuring alternatives sl	\$975.00	1.1	\$1,072.50
Forrest, Jonathan	Call with E. Tzavelis, S Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$975.00	1.6	\$1,560.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/10/2019				
Forrest, Jonathan	Call with B. Collins, B. Baily, and M. Schreiber (all Deloitte) regarding ESL's revised bid.	\$975.00	0.8	\$780.00
Hospodarsky, Sara	Discuss updates to stock basis study with J. Atwal (Deloitte).	\$325.00	0.5	\$162.50
Maxey, Tim	Call with C. Newport (Deloitte) to discuss revisions to the estimated transfer tax analysis on sale of fleet of vehicles for vehicles that are currently on lease.	\$450.00	0.1	\$45.00
Maxey, Tim	Update vehicle fleet tax exposure estimates in the summary schedule.	\$450.00	0.4	\$180.00
Newport, Cathy	Read statute, regulation and research related to Massachusetts's sales and use tax exemption for casual sales.	\$725.00	0.2	\$145.00
Newport, Cathy	Read statute, regulation and research related to Michigan's sales and use tax exemption for casual sales.	\$725.00	0.3	\$217.50
Newport, Cathy	Read statute, regulation and research related to Mississippi's sales and use tax exemption for casual sales.	\$725.00	0.1	\$72.50
Newport, Cathy	Read statute, regulation and research related to New Jersey's sales and use tax exemption for casual sales.	\$725.00	0.2	\$145.00
Newport, Cathy	Read statute and regulation related to Idaho's sales and use tax exemption for casual sales.	\$725.00	0.1	\$72.50
Newport, Cathy	Read statute and regulation related to Missouri's sales and use tax exemption for casual sales.	\$725.00	0.1	\$72.50
Newport, Cathy	Read statute and regulation related to North Carolina's sales and use tax exemption for casual sales.	\$725.00	0.2	\$145.00
Newport, Cathy	Read statute and regulation related to Ohio's sales and use tax exemption for casual sales.	\$725.00	0.1	\$72.50
Newport, Cathy	Read statute and regulation related to South Carolina's sales and use tax exemption for casual sales.	\$725.00	0.1	\$72.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/10/2019				
Newport, Cathy	Read statute, regulation and case law research related to Washington's sales and use tax exemption for casual sales.	\$725.00	0.4	\$290.00
Newport, Cathy	Review estimated transfer tax on sales of fleet of vehicles analysis to identify vehicles that are currently on lease and excluded from the analysis.	\$725.00	0.2	\$145.00
Newport, Cathy	Review updates to estimated transfer tax on sale of fleet analysis and draft email with review comments to T. Maxey (Deloitte).	\$725.00	0.4	\$290.00
Newport, Cathy	Make updates to estimated sales and use tax analysis on sale of assets summary schedule.	\$725.00	0.8	\$580.00
Newport, Cathy	Call with T. Maxey (Deloitte) to discuss revisions to the estimated transfer tax analysis on sale of fleet of vehicles for vehicles that are currently on lease.	\$725.00	0.1	\$72.50
Newport, Cathy	Read statute, regulation and research related to New York's sales and use tax exemption for casual sales.	\$725.00	0.2	\$145.00
Newport, Cathy	Read statute, regulation and research related to Pennsylvania's sales and use tax exemption for casual sales.	\$725.00	0.3	\$217.50
Newport, Cathy	Read statute, regulation and research related to Texas's sales and use tax exemption for casual sales.	\$725.00	0.4	\$290.00
Newport, Cathy	Read statute, regulation and research related to Wisconsin's sales and use tax exemption for casual sales.	\$725.00	0.4	\$290.00
Omar, Fatin	Call to discuss real estate valuation adjustments for realty transfer tax projection on asset sale with B. Sullivan and J. Espinola (both Deloitte).	\$725.00	0.4	\$290.00
Omar, Fatin	Review estimates of transfer tax liability on sale of fleet.	\$725.00	1.5	\$1,087.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/10/2019				
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and B. Baily (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$450.00	1.6	\$720.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, and B. Collins (all Deloitte) regarding the summary organizational chart depicting significant intercompany balances in the illustrative restructuring alternatives slid	\$450.00	0.6	\$270.00
Schreiber, Mendy	Call with J. Forrest, B. Collins, and B. Baily (all Deloitte) regarding ESL's revised bid	\$450.00	0.8	\$360.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Sullivan, B. Collins, J. Forrest, B. Baily (all Deloitte), and Weil tax team regarding bankruptcy proceeding updates and illustrative restructuring alternatives slid	\$450.00	1.1	\$495.00
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber (all Deloitte), and Weil tax team regarding bankruptcy proceeding updates and illustrative restructuring alternatives sli	\$850.00	1.1	\$935.00
Sullivan, Brian	Review motor vehicle transfer tax estimate for asset sale scenario.	\$850.00	1.6	\$1,360.00
Sullivan, Brian	Review realty transfer tax estimate for asset sale scenario.	\$850.00	1.7	\$1,445.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model.	\$850.00	1.6	\$1,360.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/10/2019				
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Sullivan, B. Collins, J. Forrest, B. Baily, M. Schreiber (all Deloitte), and Weil tax team regarding bankruptcy proceeding updates and illustrative restructuring alternatives sli	\$850.00	1.1	\$935.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, and C. Chatten (all Deloitte) regarding revisions to illustrative restructuring alternatives deck.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, and C. Chatten (all Deloitte) regarding status of outstanding workstreams and deliverables.	\$850.00	0.8	\$680.00
01/11/2019				
Allegretti, Joe	Review the 2018 tax basis balance sheet as of the end of the third quarter.	\$325.00	2.1	\$682.50
Allegretti, Joe	Pull the book balances as of November 3, 2018 with the breakout of fixed assets pursuant to request from B. Sullivan (Deloitte) for state tax analysis.	\$325.00	0.1	\$32.50
Allegretti, Joe	Update the tax attribute reduction model to reflect the updated cancellation of indebtedness recovery figures in the most recent ESL bid.	\$325.00	1.4	\$455.00
Allegretti, Joe	Update the tax attribute reduction model for the most recent ESL bid provided by MIII.	\$325.00	0.6	\$195.00
Allegretti, Joe	Update the tax attribute reduction model to asses whether the new ESL bid scenarios are properly running through, including the deliverable tables.	\$325.00	1.3	\$422.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, B. Baily, and M. Schreiber (all Deloitte) regarding upcoming schedule and outstanding deliverables.	\$325.00	0.2	\$65.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/11/2019				
Allegretti, Joe	Weekly tax update call with D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, M. Schreiber, B. Baily (all Deloitte), Weil tax team, Sears tax team, and FTI.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding creditor recovery estimations and follow-up items following weekly tax call with UCC.	\$325.00	0.7	\$227.50
Baily, Brianna	Weekly tax update call with D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber (all Deloitte), Weil tax team, Sears tax team, and FTI.	\$595.00	0.5	\$297.50
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, and M. Schreiber (all Deloitte) regarding upcoming schedule and outstanding deliverables	\$595.00	0.2	\$119.00
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and M. Schreiber (all Deloitte) regarding creditor recovery estimations and follow-up items following weekly tax call with UCC	\$595.00	0.7	\$416.50
Blackwell, Chris	Call with C. Newport (Deloitte) regarding the application of Texas sales and use tax casual sale exemption to an asset sale transaction.	\$595.00	0.3	\$178.50
Brenner, Myles	Call with R. Wood and C. Newport (both Deloitte) regarding the application of Washington sales/use tax casual sale exemption to an asset sale transaction.	\$595.00	0.4	\$238.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/11/2019				
Browning, Maria	Weekly tax update call with D. Hoffman, E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber, B. Baily (all Deloitte), Weil tax team, Sears tax team, and FTI.	\$450.00	0.5	\$225.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, and B. Sullivan (all Deloitte) regarding transfer tax estimates and real estate valuation.	\$450.00	0.2	\$90.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, and M. Schreiber (all Deloitte) regarding upcoming schedule and outstanding deliverables.	\$450.00	0.2	\$90.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding creditor recovery estimations and follow-up items following weekly tax call with UCC.	\$450.00	0.7	\$315.00
Browning, Maria	Call with B. Sullivan, E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding transfer tax estimates.	\$450.00	0.3	\$135.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding status of outstanding workstreams and deliverables.	\$450.00	0.3	\$135.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) to prepare for weekly status update call with UCC.	\$450.00	0.7	\$315.00
Butler, Mike	Review details of revised income tax model for revised ESL bid.	\$595.00	2.6	\$1,547.00
Butler, Mike	Weekly tax update call with D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest, M. Schreiber, B. Baily (all Deloitte), Weil tax team, Sears tax team, and FTI.	\$595.00	0.5	\$297.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/11/2019				
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, B. Baily, and M. Schreiber (all Deloitte) regarding upcoming schedule and outstanding deliverables.	\$595.00	0.2	\$119.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding creditor recovery estimations and follow-up items following weekly tax call with UCC.	\$595.00	0.7	\$416.50
Chatten, Colin	Research qualified creditor requirement of IRC Section 382(l)(5).	\$325.00	1.5	\$487.50
Chatten, Colin	Weekly tax update call with D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber, B. Baily (all Deloitte), Weil tax team, Sears tax team, and FTI.	\$325.00	0.5	\$162.50
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) regarding status of outstanding workstreams and deliverables.	\$325.00	0.3	\$97.50
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) to prepare for weekly status update call with UCC.	\$325.00	0.7	\$227.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding creditor recovery estimations and follow-up items following weekly tax call with UCC.	\$325.00	0.7	\$227.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, and M. Browning, and B. Sullivan (all Deloitte) regarding transfer tax estimates and real estate valuation.	\$325.00	0.2	\$65.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/11/2019				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, J. Allegretti, B. Baily, and M. Schreiber (all Deloitte) regarding upcoming schedule and outstanding deliverables.	\$325.00	0.2	\$65.00
Chatten, Colin	Call with B. Sullivan, E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) regarding transfer tax estimates.	\$325.00	0.3	\$97.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, J. Allegretti, B. Baily, and M. Schreiber (all Deloitte) regarding upcoming schedule and outstanding deliverables.	\$975.00	0.2	\$195.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, J. Allegretti, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding creditor recovery estimations and follow-up items following weekly tax call with UCC.	\$975.00	0.7	\$682.50
Collins, Bryan	Research and planning of possible emergence reorganization alternatives.	\$975.00	1.0	\$975.00
Collins, Bryan	Weekly tax update call with D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, J. Allegretti, J. Forrest, M. Schreiber, B. Baily (all Deloitte), Weil tax team, Sears tax team, and FTI.	\$975.00	0.5	\$487.50
Collins, Bryan	Review email correspondence regarding tax consequences of sale of MTNs to Cyrus	\$975.00	0.3	\$292.50
Espinola, Jonathan	Follow up call with Y. Ko (Deloitte) regarding real estate transfer tax model revisions.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Draft revisions to real estate transfer tax model based on separate values provided for each class of property.	\$595.00	2.1	\$1,249.50
Espinola, Jonathan	Call with Y. Ko (Deloitte) regarding revisions to real estate transfer tax model to account for additional bid information.	\$595.00	0.3	\$178.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/11/2019				
Espinola, Jonathan	Review additional revisions made by Y. Ko (Deloitte) to real estate transfer tax model pertaining to alternate bid and closed stores.	\$595.00	1.3	\$773.50
Espinola, Jonathan	Review alternative bid information and analyze and revise real estate transfer tax model accordingly.	\$595.00	1.2	\$714.00
Espinola, Jonathan	Review draft revisions made by Y. Ko (Deloitte) to real estate transfer tax estimates, including alternate bid scenario and closed stores.	\$595.00	1.7	\$1,011.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, and B. Sullivan (all Deloitte) regarding transfer tax estimates and real estate valuation.	\$595.00	0.2	\$119.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, and M. Schreiber (all Deloitte) regarding upcoming schedule and outstanding deliverables.	\$595.00	0.2	\$119.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding creditor recovery estimations and follow-up items following weekly tax call with UCC.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with B. Sullivan, E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) regarding transfer tax estimates.	\$595.00	0.3	\$178.50
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) to prepare for weekly status update call with UCC.	\$595.00	0.7	\$416.50
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) regarding status of outstanding deliverables.	\$595.00	0.5	\$297.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/11/2019				
Fielding, Stephen	Weekly tax update call with D. Hoffman, E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber, B. Baily (all Deloitte), Weil tax team, Sears tax team, and FTI.	\$595.00	0.5	\$297.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, and M. Schreiber regarding creditor recovery estimations and follow-up items following weekly tax call with UCC.	\$975.00	0.7	\$682.50
Forrest, Jonathan	Weekly tax update call with D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, M. Schreiber, B. Baily (all Deloitte), Weil tax team, Sears tax team, and FTI.	\$975.00	0.5	\$487.50
Forrest, Jonathan	Review revised creditor bid and related implication on restructuring alternatives.	\$975.00	1.1	\$1,072.50
Hoffman, David	Weekly tax update call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber, B. Baily (all Deloitte), Weil tax team, Sears tax team, and FTI.	\$850.00	0.5	\$425.00
Hoffman, David	Review updated tax analysis deck provided to creditor advisors in preparation for creditor advisor call.	\$850.00	0.8	\$680.00
Ko, Youngbok	Call with J. Espinola (Deloitte) to discuss transfer tax analysis update	\$450.00	0.5	\$225.00
Ko, Youngbok	Update transfer tax analysis for recently closed stores.	\$450.00	2.0	\$900.00
Ko, Youngbok	Update transfer tax analysis in accordance with alternative bid.	\$450.00	2.0	\$900.00
Maxey, Tim	Call with C. Newport (Deloitte) to discuss revisions to the estimated transfer tax analysis on sale of fleet of vehicles for vehicles that are currently on lease for Division 1.	\$450.00	0.1	\$45.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/11/2019				
Maxey, Tim	Update business assets schedule and tax amounts in fleet schedules.	\$450.00	0.7	\$315.00
Maxey, Tim	Call with C. Newport (Deloitte) to discuss review comments for estimated transfer tax analysis on sale of fleet of vehicles.	\$450.00	0.1	\$45.00
Maxey, Tim	Call with C. Newport (Deloitte) to discuss sales tax rate and formula updates to estimated sales and use tax analysis on sale of assets.	\$450.00	0.2	\$90.00
Maxey, Tim	Call with C. Newport (Deloitte) to discuss sales tax rate and formula updates to estimated sales and use tax analysis on sale of assets.	\$450.00	0.2	\$90.00
Newport, Cathy	Call with T. Maxey (Deloitte) to discuss review comments for estimated transfer tax analysis on sale of fleet of vehicles.	\$725.00	0.1	\$72.50
Newport, Cathy	Call with T. Maxey (Deloitte) to discuss sales tax rate and formula updates to estimated sales and use tax analysis on sale of assets.	\$725.00	0.2	\$145.00
Newport, Cathy	Make updates to estimated sales and use tax analysis on sale of assets summary schedule.	\$725.00	0.6	\$435.00
Newport, Cathy	Call with T. Maxey (Deloitte) to discuss revisions to the estimated transfer tax analysis on sale of fleet of vehicles for vehicles that are currently on lease for Division 1.	\$725.00	0.1	\$72.50
Newport, Cathy	Call with L. Joers (Deloitte) regarding the application of Wisconsin sales and use tax casual sale exemption to an asset sale transaction.	\$725.00	0.3	\$217.50
Newport, Cathy	Call with R. Woods and M. Brenner (both Deloitte) regarding the application of Washington sales and use tax casual sale exemption to an asset sale transaction.	\$725.00	0.4	\$290.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
01/11/2019				
Newport, Cathy	Review revised estimated transfer tax on sale of fleet of vehicles to include vehicles off lease for Division 1 and make related updates to the summary schedule.	\$725.00	0.2	\$145.00
Newport, Cathy	Review sales tax rate updates to the estimates sales and use tax analysis on the sale of assets.	\$725.00	0.2	\$145.00
Newport, Cathy	Call with C. Blackwell (Deloitte) regarding the application of Texas sales and use tax casual sale exemption to an asset sale transaction.	\$725.00	0.3	\$217.50
Newport, Cathy	Call with B. Sullivan (Deloitte) to discuss casual sales exemption research and estimated sales and use tax analysis on sale of assets.	\$725.00	0.3	\$217.50
Omar, Fatin	Update transfer tax analyses.	\$725.00	1.0	\$725.00
Pauls, William	Review the tax basis balance sheet of Sears Reinsurance Company, Ltd.	\$975.00	1.7	\$1,657.50
Pauls, William	Attend interoffice conferences with B. Collins (Deloitte) to discuss questions regarding Sears Reinsurance Company, Ltd.	\$975.00	1.1	\$1,072.50
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, and B. Baily (all Deloitte) regarding upcoming schedule and outstanding deliverables.	\$450.00	0.2	\$90.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and B. Baily (all Deloitte) regarding creditor recovery estimations and follow-up items following weekly tax call with UCC.	\$450.00	0.7	\$315.00
Schreiber, Mendy	Weekly tax update call with D. Hoffman, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily (all Deloitte), Weil tax team, Sears tax team, and FTI.	\$450.00	0.5	\$225.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/11/2019				
Sullivan, Brian	Review revised transfer tax projections for ESL bid.	\$850.00	2.1	\$1,785.00
Sullivan, Brian	Review motor vehicle transfer tax estimate for Sears Home Services bid.	\$850.00	1.1	\$935.00
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, M. Browning, and C. Chatten (all Deloitte) regarding transfer tax estimates and real estate valuation.	\$850.00	0.2	\$170.00
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, M. Browning, and C. Chatten (all Deloitte) regarding transfer tax estimates.	\$850.00	0.3	\$255.00
Sullivan, Brian	Review realty transfer tax estimate for Sears Home Services asset sale bid.	\$850.00	1.4	\$1,190.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, and C. Chatten (all Deloitte) to prepare for weekly status update call with UCC.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, and C. Chatten (all Deloitte) regarding status of outstanding workstreams and deliverables.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Weekly tax update call with D. Hoffman, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber, B. Baily (all Deloitte), Weil tax team, Sears tax team, and FTI.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding creditor recovery estimations and follow-up items following weekly tax call with UCC.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, and B. Sullivan (all Deloitte) regarding transfer tax estimates and real estate valuation.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with B. Sullivan, S. Fielding, M. Browning, and C. Chatten (all Deloitte) regarding transfer tax estimates.	\$850.00	0.3	\$255.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/11/2019				
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, and M. Schreiber (all Deloitte) regarding upcoming schedule and outstanding deliverables.	\$850.00	0.2	\$170.00
Wood, Robert	Call with C. Newport and M. Brenner (both Deloitte) regarding the application of Washington sales and use tax casual sale exemption to an asset sale transaction.	\$725.00	0.4	\$290.00
01/14/2019				
Allegretti, Joe	Call with K. Corrigan, T. Hermanson, B. Baily, M. Browning, M. Butler, S. Fielding, E. Tzavelis, and C. Chatten (all Deloitte) regarding stock basis estimates.	\$325.00	0.4	\$130.00
Allegretti, Joe	Meeting with B. Baily, M. Browning, M. Butler, and C. Chatten (all Deloitte) regarding research on certain tax issues in emergence transaction.	\$325.00	1.8	\$585.00
Allegretti, Joe	Meeting with B. Baily, M. Browning, M. Butler, and C. Chatten(all Deloitte) regarding tax attribute reduction model.	\$325.00	0.7	\$227.50
Allegretti, Joe	Meeting with B. Baily, M. Browning, M. Butler, E. Tzavelis, and C. Chatten (all Deloitte)regarding worthless stock deductions.	\$325.00	0.4	\$130.00
Allegretti, Joe	Meeting with B. Baily, M. Browning, M. Butler, E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding structuring of emergence transaction.	\$325.00	0.8	\$260.00
Allegretti, Joe	Call with B. Baily, M. Browning, M. Butler, E. Tzavelis, S. Fielding, C. Chatten, and B. Collins (all Deloitte) regarding tax implications of certain emergence transaction scenarios.	\$325.00	0.5	\$162.50
Allegretti, Joe	Meeting with M. Browning, M. Butler, S. Fielding, E. Tzavelis, and C. Chatten (all Deloitte) regarding location of intercompany debt and excess loss accounts.	\$325.00	0.6	\$195.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/14/2019				
Allegretti, Joe	Meeting with M. Butler (Deloitte) regarding tax attribute reduction model.	\$325.00	0.8	\$260.00
Allegretti, Joe	Meeting with B. Baily, M. Browning, M. Butler, S. Fielding, E. Tzavelis, and C. Chatten (all Deloitte) regarding intercompany obligations.	\$325.00	1.3	\$422.50
Allegretti, Joe	Meeting with B. Baily, M. Butler, and C. Chatten (all Deloitte) regarding tax attribute reduction model.	\$325.00	0.9	\$292.50
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Forrest (all Deloitte) regarding emergence transaction structure deck	\$595.00	0.6	\$357.00
Baily, Brianna	Meeting with J. Allegretti, M. Butler, and C. Chatten (all Deloitte) regarding tax attribute reduction model	\$595.00	0.9	\$535.50
Baily, Brianna	Call with J. Allegretti, M. Browning, M. Butler, E. Tzavelis, S. Fielding, C. Chatten, and B. Collins (all Deloitte) regarding tax implications of certain emergence transaction scenarios	\$595.00	0.5	\$297.50
Baily, Brianna	Meeting with M. Browning, J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, and C. Chatten (all Deloitte) regarding intercompany obligations	\$595.00	1.3	\$773.50
Baily, Brianna	Meeting with J. Allegretti, M. Browning, M. Butler, E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding structuring of emergence transaction	\$595.00	0.4	\$238.00
Baily, Brianna	Meeting with J. Allegretti, M. Browning, M. Butler, E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding structuring of emergence transaction	\$595.00	0.8	\$476.00
Baily, Brianna	Meeting with J. Allegretti, M. Browning, M. Butler, and C. Chatten (all Deloitte) regarding research on certain tax issues in emergence transaction	\$595.00	1.8	\$1,071.00
Baily, Brianna	Meeting with J. Allegretti, M. Browning, M. Butler, and C. Chatten (all Deloitte) regarding tax attribute reduction model	\$595.00	0.7	\$416.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/14/2019				
Baily, Brianna	Call with K. Corrigan, T. Hermanson, J. Allegretti, M. Browning, M. Butler, S. Fielding, E. Tzavelis, and C. Chatten (all Deloitte) regarding stock basis estimates	\$595.00	0.4	\$238.00
Baily, Brianna	Meeting with E. Tzavelis, S. Fielding, M. Browning, and C. Chatten (all Deloitte) to discuss whether a potential transaction may qualify as a reorganization under IRC Section 368 (a)(1)(G).	\$595.00	0.2	\$119.00
Browning, Maria	Meeting with B. Baily, J. Allegretti, M. Butler, E. Tzavelis, and C. Chatten (all Deloitte) regarding worthless stock deductions.	\$450.00	0.4	\$180.00
Browning, Maria	Meeting with B. Baily, J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding structuring of emergence transaction.	\$450.00	0.8	\$360.00
Browning, Maria	Meeting with B. Baily, J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, and C. Chatten (all Deloitte) regarding intercompany obligations.	\$450.00	1.3	\$585.00
Browning, Maria	Call with K. Corrigan, T. Hermanson, B. Baily, J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, and C. Chatten (all Deloitte) regarding stock basis estimates.	\$450.00	0.4	\$180.00
Browning, Maria	Meeting with B. Baily, J. Allegretti, M. Butler, and C. Chatten (all Deloitte) regarding research on certain tax issues in emergence transaction.	\$450.00	1.8	\$810.00
Browning, Maria	Meeting with B. Baily, J. Allegretti, M. Butler, and C. Chatten (all Deloitte) regarding tax attribute reduction model.	\$450.00	0.7	\$315.00
Browning, Maria	Meeting with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, and C. Chatten (all Deloitte) regarding location of intercompany debt and excess loss accounts.	\$450.00	0.6	\$270.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/14/2019				
Browning, Maria	Research IRC Section 368(a)(1)(G) reorganization requirements.	\$450.00	1.5	\$675.00
Browning, Maria	Call with B. Baily, J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, C. Chatten, and B. Collins (all Deloitte) regarding tax implications of certain emergence transaction scenarios.	\$450.00	0.5	\$225.00
Butler, Mike	Call with K. Corrigan, T. Hermanson, B. Baily, J. Allegretti, M. Browning, S. Fielding, E. Tzavelis, and C. Chatten (all Deloitte) regarding stock basis estimates.	\$595.00	0.4	\$238.00
Butler, Mike	Meeting with B. Baily, M. Browning, J. Allegretti, S. Fielding, E. Tzavelis, and C. Chatten (all Deloitte) regarding intercompany obligations.	\$595.00	1.3	\$773.50
Butler, Mike	Meeting with J. Allegretti (Deloitte) regarding tax attribute reduction model.	\$595.00	0.8	\$476.00
Butler, Mike	Meeting with B. Baily, J. Allegretti, M. Browning, E. Tzavelis, and C. Chatten (all Deloitte) regarding worthless stock deductions.	\$595.00	0.4	\$238.00
Butler, Mike	Meeting with B. Baily, J. Allegretti, M. Browning, and C. Chatten (all Deloitte) regarding research on certain tax issues in emergence transaction	\$595.00	1.8	\$1,071.00
Butler, Mike	Meeting with B. Baily, J. Allegretti, M. Browning, and C. Chatten (all Deloitte) regarding tax attribute reduction model.	\$595.00	0.7	\$416.50
Butler, Mike	Meeting with B. Baily, J. Allegretti, and C. Chatten (both Deloitte) regarding tax attribute reduction model.	\$595.00	0.9	\$535.50
Butler, Mike	Meeting with B. Baily, J. Allegretti, M. Browning, E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding structuring of emergence transaction.	\$595.00	0.8	\$476.00
Butler, Mike	Call with B. Baily, J. Allegretti, M. Browning,, E. Tzavelis, S. Fielding, C. Chatten, and B. Collins (all Deloitte) regarding tax implications of certain emergence transaction scenarios.	\$595.00	0.5	\$297.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/14/2019				
Butler, Mike	Review updated income tax model.	\$595.00	0.9	\$535.50
Butler, Mike	Meeting with M. Browning, J. Allegretti, S. Fielding, E. Tzavelis, and C. Chatten (all Deloitte) regarding location of intercompany debt and excess loss	\$595.00	0.6	\$357.00
Chatten, Colin	Call with K. Corrigan, T. Hermanson, B. Baily, J. Allegretti, M. Browning, M. Butler, S. Fielding, and E. Tzavelis (all Deloitte) regarding stock basis estimates.	\$325.00	0.4	\$130.00
Chatten, Colin	Meeting with B. Baily, M. Browning, J. Allegretti, M. Butler, S. Fielding, and E. Tzavelis (all Deloitte) regarding intercompany obligations.	\$325.00	1.3	\$422.50
Chatten, Colin	Meeting with B. Baily, J. Allegretti, and M. Butler (all Deloitte) regarding tax attribute reduction model.	\$325.00	0.9	\$292.50
Chatten, Colin	Meeting with B. Baily, J. Allegretti, M. Browning, and M. Butler (all Deloitte) regarding research on certain tax issues in emergence transaction.	\$325.00	1.8	\$585.00
Chatten, Colin	Meeting with B. Baily, J. Allegretti, M. Browning, and M. Butler (all Deloitte) regarding tax attribute reduction model.	\$325.00	0.7	\$227.50
Chatten, Colin	Meeting with B. Baily, J. Allegretti, M. Browning, M. Butler, and E. Tzavelis (all Deloitte) regarding worthless stock deductions.	\$325.00	0.4	\$130.00
Chatten, Colin	Meeting with B. Baily, J. Allegretti, M. Browning, M. Butler, E. Tzavelis, and S. Fielding (all Deloitte) regarding structuring of emergence transaction.	\$325.00	0.8	\$260.00
Chatten, Colin	Call with B. Baily, J. Allegretti, M. Browning, M. Butler, E. Tzavelis, S. Fielding, and B. Collins (all Deloitte) regarding tax implications of certain emergence transaction scenarios.	\$325.00	0.5	\$162.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/14/2019				
Chatten, Colin	Meeting with M. Browning, J. Allegretti, M. Butler, S. Fielding, and E. Tzavelis (all Deloitte) regarding location of intercompany debt and excess loss accounts.	\$325.00	0.6	\$195.00
Collins, Bryan	Research regarding multiple IRC Section 368(a)(1)(G) reorganizations and related party rules under IRC Sections 267 and 168(k).	\$975.00	1.1	\$1,072.50
Collins, Bryan	Call with B. Baily, J. Allegretti, M. Browning, M. Butler, E. Tzavelis, S. Fielding, and C. Chaten (all Deloitte) regarding tax implications of certain emergence transaction scenarios.	\$975.00	0.5	\$487.50
Collins, Bryan	Review transfer tax analyses.	\$975.00	1.7	\$1,657.50
Espinola, Jonathan	Review research for New Mexico's conformity to IRC Section 172(a)(2).	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding whether Oregon conforms to IRC Section 172(a)(2).	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding whether Pennsylvania conforms to IRC Section 172(a)(2).	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research regarding whether Rhode Island conforms to IRC Section 172(a)(2).	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research for New York City's conformity to IRC Section 172(a)(2).	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research for New York's conformity to IRC Section 172(a)(2).	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research for Oklahoma's conformity to IRC Section 172(a)(2).	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with B. Baily, J. Allegretti, M. Browning, M. Butler, E. Tzavelis, C. Chaten, and B. Collins (all Deloitte) regarding tax implications of certain emergence transaction scenarios.	\$595.00	0.5	\$297.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/14/2019				
Fielding, Stephen	Meeting with M. Browning, J. Allegretti, M. Butler, E. Tzavelis, and C. Chatten (all Deloitte) regarding location of intercompany debt and excess loss accounts.	\$595.00	0.6	\$357.00
Fielding, Stephen	Meeting with B. Baily, J. Allegretti, M. Browning, M. Butler, E. Tzavelis, and C. Chatten (all Deloitte) regarding structuring of emergence transaction.	\$595.00	0.8	\$476.00
Fielding, Stephen	Meeting with B. Baily, M. Browning, J. Allegretti, M. Butler, E. Tzavelis, and C. Chatten (all Deloitte) regarding intercompany obligations.	\$595.00	1.3	\$773.50
Fielding, Stephen	Call with K. Corrigan, T. Hermanson, B. Baily, J. Allegretti, M. Browning, M. Butler, E. Tzavelis, and C. Chatten (all Deloitte) regarding stock basis estimates.	\$595.00	0.4	\$238.00
Forrest, Jonathan	Review illustrative restructuring alternatives presentation	\$975.00	0.6	\$585.00
Hermanson, Tom	Call with K. Corrigan, B. Baily, J. Allegretti, M. Browning, M. Butler, S. Fielding, E. Tzavelis, and C. Chatten (all Deloitte) regarding stock basis estimates.	\$850.00	0.4	\$340.00
Hoffman, David	Meet with E. Tzavelis (Deloitte) to review status of creditor discussions and new information provided by Sears tax team.	\$850.00	1.0	\$850.00
Schreiber, Mendy	Research and draft an outline evaluating the application of related party rules under IRC Sections 168(k) and 267.	\$450.00	3.0	\$1,350.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, J. Forrest, and B. Baily (all Deloitte) regarding emergence transaction structure deck.	\$850.00	0.6	\$510.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/14/2019				
Tzavelis, Elias	Call with K. Corrigan, T. Hermanson, B. Baily, J. Allegretti, M. Browning, M. Butler, S. Fielding, and C. Chatten (all Deloitte) regarding stock basis estimates.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Meeting with B. Baily, J. Allegretti, M. Browning, M. Butler, and C. Chatten (all Deloitte) regarding worthless stock deductions.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Meeting with B. Baily, J. Allegretti, M. Browning, M. Butler, S. Fielding, and C. Chatten (all Deloitte) regarding structuring of emergence transaction.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Meeting with B. Baily, M. Browning, J. Allegretti, M. Butler, S. Fielding, and C. Chatten (all Deloitte) regarding intercompany obligations.	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Meeting with S. Fielding, B. Baily, M. Browning, and C. Chatten (all Deloitte) to discuss whether a potential transaction may qualify as a reorganization under IRC Section 368 (a)(1)(G).	\$850.00	0.2	\$170.00
Tzavelis, Elias	Meeting with M. Browning, J. Allegretti, M. Butler, S. Fielding, and C. Chatten (all Deloitte) regarding location of intercompany debt and excess loss accounts.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with B. Baily, J. Allegretti, M. Browning, M. Butler, S. Fielding, C. Chatten, and B. Collins (all Deloitte) regarding tax implications of certain emergence transaction scenarios.	\$850.00	0.5	\$425.00
01/15/2019				
Allegretti, Joe	Meeting with B. Baily, M. Butler, and M. Browning (all Deloitte) to discuss and update the tax model for the taxable and non-taxable liquidations.	\$325.00	0.5	\$162.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/15/2019				
Allegretti, Joe	Meeting with E. Tzavelis, B. Baily, M. Butler, and M. Browning (all Deloitte) to discuss the status of the Sears auction process and any corresponding updates.	\$325.00	0.5	\$162.50
Allegretti, Joe	Meeting with E. Tzavelis, S. Fielding, B. Baily, M. Butler and M. Browning (all Deloitte) to discuss high-level assumptions and next steps to implement the structure considerations into the tax model.	\$325.00	0.5	\$162.50
Allegretti, Joe	Meeting with S. Fielding, E. Tzavelis, B. Baily, M. Butler and M. Browning (all Deloitte) to discuss the status of the tax model updates and the issues to be discussed on the transfer tax call.	\$325.00	0.4	\$130.00
Allegretti, Joe	Meeting with S. Fielding, E. Tzavelis, B. Baily, M. Butler and M. Browning (all Deloitte) to review the prior day's discussion related to structuring and its impact on the tax model.	\$325.00	0.3	\$97.50
Allegretti, Joe	Meeting with S. Fielding, B. Baily, M. Butler and M. Browning (all Deloitte) to discuss implementing the structure considerations into the tax model.	\$325.00	0.8	\$260.00
Allegretti, Joe	Meeting with B. Baily, M. Butler, and M. Browning (all Deloitte) to discuss the updated ESL bid matrix provided by MIII.	\$325.00	0.8	\$260.00
Allegretti, Joe	Meeting with B. Baily and M. Butler (both Deloitte) to discuss the functionality of the tax model with the structure considerations.	\$325.00	0.5	\$162.50
Allegretti, Joe	Meeting with B. Baily and M. Butler (both Deloitte) to update the tax model for the taxable and non-taxable liquidations and discuss tax impacts.	\$325.00	0.4	\$130.00
Allegretti, Joe	Meeting with B. Baily and M. Browning (both Deloitte) to update the tax model for the taxable and non-taxable liquidations and discuss tax impacts.	\$325.00	0.8	\$260.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/15/2019				
Allegretti, Joe	Call with E. Tzavelis, J. Forrest, B. Collins, S. Fielding, M. Butler, B. Baily, and M. Browning (all Deloitte) discussing tax structuring for the ESL bid.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with E. Tzavelis, J. Forrest, B. Collins, W. Pauls, S. Fielding, M. Butler, B. Baily, and M. Browning (all Deloitte) discussing insurance tax considerations.	\$325.00	0.9	\$292.50
Allegretti, Joe	Call with B. Collins, C. Newport, T. Maxey, B. Baily, S. Fielding, M. Butler, M. Browning, E. Tzavelis and B. Sullivan (all Deloitte) to discuss transfer tax updates.	\$325.00	0.2	\$65.00
Atwal, Justin	Prepare Sears basis study supporting workpapers.	\$325.00	1.1	\$357.50
Atwal, Justin	Perform data input for Sears basis study supporting workpapers.	\$325.00	2.9	\$942.50
Baily, Brianna	Meeting with J. Allegretti and M. Browning (both Deloitte) to update the tax model for the taxable and non-taxable liquidations and discuss tax impacts	\$595.00	0.8	\$476.00
Baily, Brianna	Meeting with J. Allegretti and M. Butler (both Deloitte) to discuss the functionality of the tax model with the structure considerations	\$595.00	0.5	\$297.50
Baily, Brianna	Meeting with J. Allegretti and M. Butler (both Deloitte) to update the tax model for the taxable and non-taxable liquidations and discuss tax impacts	\$595.00	0.4	\$238.00
Baily, Brianna	Meeting with J. Allegretti, E. Tzavelis, M. Butler and M. Browning (all Deloitte) to discuss the status of the Sears auction process and any corresponding updates	\$595.00	0.5	\$297.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/15/2019				
Baily, Brianna	Meeting with J. Allegretti, E. Tzavelis, S. Fielding, M. Butler, and M. Browning (all Deloitte) to discuss high-level assumptions and next steps to implement the structure considerations into the tax model	\$595.00	0.5	\$297.50
Baily, Brianna	Meeting with J. Allegretti, M. Butler and M. Browning (all Deloitte) to discuss and update the tax model for the taxable and non-taxable liquidations	\$595.00	0.5	\$297.50
Baily, Brianna	Meeting with J. Allegretti, M. Butler and M. Browning (all Deloitte) to discuss the updated ESL bid matrix provided by MIII	\$595.00	0.8	\$476.00
Baily, Brianna	Meeting with J. Allegretti, S. Fielding, E. Tzavelis, M. Butler, and M. Browning (all Deloitte) to discuss the status of the tax model updates and the issues to be discussed on the transfer tax call	\$595.00	0.4	\$238.00
Baily, Brianna	Meeting with J. Allegretti, S. Fielding, E. Tzavelis, M. Butler, and M. Browning (all Deloitte) to review the prior day's discussion related to structuring and its impact on the tax model	\$595.00	0.3	\$178.50
Baily, Brianna	Meeting with J. Allegretti, S. Fielding, M. Butler, and M. Browning (all Deloitte) to discuss implementing the structure considerations into the tax model	\$595.00	0.8	\$476.00
Baily, Brianna	Call with E. Tzavelis, J. Forrest, B. Collins, S. Fielding, M. Butler, J. Allegretti, and M. Browning (all Deloitte) discussing tax structuring for the ESL bid	\$595.00	0.4	\$238.00
Baily, Brianna	Call with E. Tzavelis, J. Forrest, B. Collins, W. Pauls, S. Fielding, M. Butler, J. Allegretti, and M. Browning (all Deloitte) discussing insurance tax considerations	\$595.00	0.9	\$535.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/15/2019				
Baily, Brianna	Call with J. Allegretti, B. Collins, C. Newport, T. Maxey, S. Fielding, M. Butler, M. Browning, E. Tzavelis and B. Sullivan (all Deloitte) to discuss transfer tax updates	\$595.00	0.2	\$119.00
Browning, Maria	Research IRC Section 368(a)(1)(G) reorganization requirements to assess whether a proposed emergence transaction structure may qualify under that provision.	\$450.00	2.8	\$1,260.00
Browning, Maria	Meeting with J. Allegretti, B. Baily, M. Butler (all Deloitte) and to discuss and update the tax model for the taxable and non-taxable liquidations.	\$450.00	0.5	\$225.00
Browning, Maria	Meeting with J. Allegretti, E. Tzavelis, B. Baily, M. Butler (all Deloitte) to discuss the status of the Sears auction process and any corresponding updates.	\$450.00	0.5	\$225.00
Browning, Maria	Meeting with J. Allegretti, E. Tzavelis, S. Fielding, B. Baily, M. Butler (all Deloitte) to discuss high-level assumptions and next steps to implement the structure considerations into the tax model.	\$450.00	0.5	\$225.00
Browning, Maria	Meeting with J. Allegretti, S. Fielding, B. Baily, and M. Butler (all Deloitte) and to discuss implementing the structure considerations into the tax model.	\$450.00	0.8	\$360.00
Browning, Maria	Meeting with J. Allegretti, S. Fielding, E. Tzavelis, B. Baily, and M. Butler (all Deloitte) to discuss the status of the tax model updates and the issues to be discussed on the transfer tax call.	\$450.00	0.4	\$180.00
Browning, Maria	Meeting with J. Allegretti, S. Fielding, E. Tzavelis, B. Baily, and M. Butler (all Deloitte) to review the prior day's discussion related to structuring and its impact on the tax model.	\$450.00	0.3	\$135.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/15/2019				
Browning, Maria	Call with J. Allegretti, B. Collins, C. Newport, T. Maxey, B. Baily, S. Fielding, M. Butler, E. Tzavelis and B. Sullivan (all Deloitte) to discuss transfer tax updates.	\$450.00	0.2	\$90.00
Browning, Maria	Meeting with J. Allegretti and B. Baily (both Deloitte) to update the tax model for the taxable and non-taxable liquidations and discuss tax impacts.	\$450.00	0.8	\$360.00
Browning, Maria	Meeting with J. Allegretti, B. Baily, and M. Butler (all Deloitte) to discuss the updated ESL bid matrix provided by MIII.	\$450.00	0.8	\$360.00
Browning, Maria	Call with E. Tzavelis, J. Forrest, B. Collins, S. Fielding, M. Butler, J. Allegretti, B. Baily (all Deloitte) discussing tax structuring for the ESL bid.	\$450.00	0.4	\$180.00
Browning, Maria	Call with E. Tzavelis, J. Forrest, B. Collins, W. Pauls, S. Fielding, M. Butler, J. Allegretti, B. Baily (all Deloitte) discussing insurance tax considerations.	\$450.00	0.9	\$405.00
Butler, Mike	Meeting with J. Allegretti, B. Baily, and M. Browning (all Deloitte) to discuss the updated ESL bid matrix provided by MIII.	\$595.00	0.8	\$476.00
Butler, Mike	Meeting with J. Allegretti, E. Tzavelis, B. Baily, and M. Browning (all Deloitte) to discuss the status of the Sears auction process and any corresponding updates.	\$595.00	0.5	\$297.50
Butler, Mike	Meeting with J. Allegretti, E. Tzavelis, S. Fielding, B. Baily, and M. Browning (all Deloitte) to discuss high-level assumptions and next steps to implement the structure considerations into the tax model.	\$595.00	0.5	\$297.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/15/2019				
Butler, Mike	Meeting with J. Allegretti, S. Fielding, B. Baily, and M. Browning (all Deloitte) to discuss implementing the structure considerations into the tax model.	\$595.00	0.8	\$476.00
Butler, Mike	Meeting with J. Allegretti, S. Fielding, E. Tzavelis, B. Baily, and M. Browning (all Deloitte) to discuss the status of the tax model updates and the issues to be discussed on the transfer tax call.	\$595.00	0.4	\$238.00
Butler, Mike	Meeting with J. Allegretti, S. Fielding, E. Tzavelis, B. Baily, and M. Browning (all Deloitte) to review the prior day's discussion related to structuring and its impact on the tax model.	\$595.00	0.3	\$178.50
Butler, Mike	Call with E. Tzavelis, J. Forrest, B. Collins, S. Fielding, J. Allegretti, B. Baily, and M. Browning (all Deloitte) discussing tax structuring for the ESL bid.	\$595.00	0.4	\$238.00
Butler, Mike	Call with E. Tzavelis, J. Forrest, B. Collins, W. Pauls, S. Fielding, J. Allegretti, B. Baily, and M. Browning (all Deloitte) discussing insurance tax considerations.	\$595.00	0.9	\$535.50
Butler, Mike	Meeting with J. Allegrett and B. Baily (both Deloitte) to discuss the functionality of the tax model with the structure considerations.	\$595.00	0.5	\$297.50
Butler, Mike	Call with J. Allegretti, B. Collins, C. Newport, T. Maxey, B. Baily, S. Fielding, M. Browning, E. Tzavelis and B. Sullivan (all Deloitte) to discuss transfer tax updates.	\$595.00	0.2	\$119.00
Butler, Mike	Meeting with J. Allegretti, B. Baily, and M. Browning (all Deloitte) to discuss and update the tax model for the taxable and non-taxable liquidations.	\$595.00	0.5	\$297.50
Butler, Mike	Meeting with J. Allegretti and B. Baily (both Deloitte) to update the tax model for the taxable and non-taxable liquidations and discuss tax impacts.	\$595.00	0.4	\$238.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/15/2019				
Collins, Bryan	Call with J. Allegretti, C. Newport, T. Maxey, B. Baily, S. Fielding, M. Butler, M. Browning, E. Tzavelis and B. Sullivan (all Deloitte) to discuss transfer tax updates.	\$975.00	0.2	\$195.00
Collins, Bryan	Call with E. Tzavelis, J. Forrest, S. Fielding, M. Butler, J. Allegretti, B. Baily, and M. Browning (all Deloitte) discussing tax structuring for the ESL bid.	\$975.00	0.4	\$390.00
Collins, Bryan	Call with E. Tzavelis, J. Forrest, W. Pauls, S. Fielding, M. Butler, J. Allegretti, B. Baily, and M. Browning (Deloitte) discussing insurance tax considerations.	\$975.00	0.9	\$877.50
Dempsey, Jacob	Review taxable and non-taxable liquidation mechanics in the tax attribute reduction model.	\$595.00	0.5	\$297.50
Elandary, Hannah	Evaluate problem of cells shifting in the tax attribute reduction model.	\$325.00	0.3	\$97.50
Espinola, Jonathan	Review research for South Carolina's conformity to IRC Section 172(a)(2).	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research for Tennessee's conformity to IRC Section 172(a)(2).	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research for Texas' conformity to IRC Section 172(a)(2).	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research for Utah's conformity to IRC Section 172(a)(2).	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research for Vermont's conformity to IRC Section 172(a)(2).	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research for Virginia's conformity to IRC Seciton 172(a)(2).	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research for West Virginia's conformity to IRC Section 172(a)(2).	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review research for Wisconsin's conformity to IRC Section 172(a)(2).	\$595.00	0.5	\$297.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/15/2019				
Fielding, Stephen	Call with E. Tzavelis, J. Forrest, B. Collins, M. Butler, J. Allegretti, B. Baily, and M. Browning (all Deloitte) discussing tax structuring for the ESL bid.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with J. Allegretti, B. Collins, C. Newport, T. Maxey, B. Baily, M. Butler, M. Browning, E. Tzavelis and B. Sullivan (all Deloitte) to discuss transfer tax updates.	\$595.00	0.2	\$119.00
Fielding, Stephen	Meeting with J. Allegretti, B. Baily, M. Butler and M. Browning (all Deloitte) to discuss implementing the structure considerations into the tax model.	\$595.00	0.8	\$476.00
Fielding, Stephen	Meeting with J. Allegretti, E. Tzavelis, B. Baily, M. Butler and M. Browning (all Deloitte) to discuss high-level assumptions and next steps to implement the structure considerations into the tax attribute reduction model.	\$595.00	0.5	\$297.50
Fielding, Stephen	Meeting with J. Allegretti, E. Tzavelis, B. Baily, M. Butler and M. Browning (all Deloitte) to discuss the status of the tax attribute reduction model updates and the issues to be discussed on the transfer tax call.	\$595.00	0.4	\$238.00
Fielding, Stephen	Meeting with J. Allegretti, E. Tzavelis, B. Baily, M. Butler and M. Browning (all Deloitte) to review the prior day's discussion related to structuring and its impact on the tax attribute reduction model.	\$595.00	0.3	\$178.50
Forrest, Jonathan	Call with E. Tzavelis, B. Collins, S. Fielding, M. Butler, J. Allegretti, B. Baily, and M. Browning (all Deloitte) discussing tax structuring for the ESL bid.	\$975.00	0.4	\$390.00
Forrest, Jonathan	Call with E. Tzavelis, B. Collins, W. Pauls, S. Fielding, M. Butler, J. Allegretti, B. Baily, and M. Browning (all Deloitte) discussing insurance tax considerations.	\$975.00	0.9	\$877.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/15/2019				
Hermanson, Tom	Discuss original issue discount, stock basis, and auction structure issues with R. Boyle (Sears).	\$850.00	0.5	\$425.00
Maxey, Tim	Call with J. Allegretti, B. Collins, B. Baily, S. Fielding, M. Butler, M. Browning, E. Tzavelis, and B. Sullivan (all Deloitte) to discuss transfer tax updates.	\$450.00	0.2	\$90.00
Pauls, William	Call with E. Tzavelis, J. Forrest, B. Collins, S. Fielding, M. Butler, J. Allegretti, B. Baily, and M. Browning (all Deloitte) discussing insurance tax considerations.	\$975.00	0.9	\$877.50
Schreiber, Mendy	Research and draft an outline evaluating the application of the related party rules under IRC Sections 168(k) and 267.	\$450.00	2.5	\$1,125.00
Sullivan, Brian	Review Quality of Earnings Vender Diligence Report and Audited Financials for Parts Direct transaction for transfer tax estimate purposes in asset sale transaction.	\$850.00	0.7	\$595.00
Sullivan, Brian	Call with J. Allegretti, B. Collins, C. Newport, T. Maxey, B. Baily, S. Fielding, M. Butler, M. Browning, and E. Tzavelis (all Deloitte) to discuss transfer tax updates.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Meeting with J. Allegretti, S. Fielding, B. Baily, M. Butler, and M. Browning (all Deloitte) to discuss high-level assumptions and next steps to implement the structure considerations into the tax attribute reduction model.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Meeting with J. Allegretti, S. Fielding, B. Baily, M. Butler and M. Browning (all Deloitte) to discuss the status of the tax model updates and the issues to be discussed on the transfer tax call.	\$850.00	0.4	\$340.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
01/15/2019				
Tzavelis, Elias	Meeting with J. Allegretti, S. Fielding, B. Baily, M. Butler and M. Browning (all Deloitte) to review the prior day's discussion related to structuring and its impact on the tax model.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, S. Murray, B. Sullivan, and W. Husa (all Deloitte) regarding state tax planning.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Meeting with J. Allegretti, B. Baily, M. Butler, and M. Browning (all Deloitte) to discuss the status of the Sears auction process and any corresponding updates.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with J. Forrest, B. Collins, S. Fielding, M. Butler, J. Allegretti, B. Baily, and M. Browning (all Deloitte) discussing tax structuring for the ESL bid.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with J. Forrest, B. Collins, W. Pauls, S. Fielding, M. Butler, J. Allegretti, B. Baily, and M. Browning (all Deloitte) discussing insurance tax considerations.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with J. Allegretti, B. Collins, C. Newport, T. Maxey, B. Baily, S. Fielding, M. Butler, M. Browning and B. Sullivan (all Deloitte) to discuss transfer tax updates.	\$850.00	0.2	\$170.00
01/16/2019				
Allegretti, Joe	Call with M. Butler, E. Tzavelis and J. Dempsey (all Deloitte) to discuss the addition of the taxable and non-taxable liquidations to the tax attribute reduction model.	\$325.00	0.4	\$130.00
Allegretti, Joe	Update model and send to J. Dempsey (Deloitte) for our discussion related to adding on certain calculations.	\$325.00	0.4	\$130.00
Allegretti, Joe	Update net operating losses and other tax attributes for the taxable and non-taxable liquidation scenarios.	\$325.00	2.6	\$845.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/16/2019				
Allegretti, Joe	Add solvency calculations linking to the tax basis balance sheet flowing through the model and the adhoc 2018 tax basis balance sheet.	\$325.00	2.6	\$845.00
Allegretti, Joe	Adding adjustments to the model's tax basis balance sheets to flow the taxable and non-taxable liquidation tiering through the model.	\$325.00	2.3	\$747.50
Allegretti, Joe	Analyze formulas in prior tax attribute reduction model prepared by J. Dempsey (Deloitte).	\$325.00	0.8	\$260.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss updates to the taxable and non-taxable liquidation scenarios within the tax attribute reduction model.	\$325.00	0.5	\$162.50
Atwal, Justin	Continue to prepare Sears basis study supporting workpapers.	\$325.00	1.3	\$422.50
Atwal, Justin	Prepare supporting workpapers for stock basis report.	\$325.00	4.0	\$1,300.00
Blinder, Michael	Analyze tax implications of original issue discount.	\$975.00	0.9	\$877.50
Browning, Maria	Research IRC Section 168(a)(1)(G) reorganization qualifications.	\$450.00	2.7	\$1,215.00
Butler, Mike	Call with J. Allegretti, E. Tzavelis and J. Dempsey (all Deloitte) to discuss the addition of the taxable and non-taxable liquidations to the tax attribute reduction model.	\$595.00	0.4	\$238.00
Butler, Mike	Consider impact of Treasury Regulation Sections 1.502-11 and 1.502-36 working in concert as it relates to the income tax model.	\$595.00	0.9	\$535.50
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss updates to the taxable and non-taxable liquidation scenarios in the tax attribute reduction model.	\$595.00	0.5	\$297.50
Butler, Mike	Read Treasury Regulation Section 1.1502-36 as it relates to potential worthless stock deductions to be claimed by Debtor entities.	\$595.00	2.9	\$1,725.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/16/2019				
Butler, Mike	Read Treasury Regulation Section 1.502-11 as it relates to the potential liquidation of Debtor entities in year cancellation of debt income is generated.	\$595.00	2.9	\$1,725.50
Chatten, Colin	Review recent filings in court docket.	\$325.00	1.1	\$357.50
Chatten, Colin	Research case law and IRS rulings regarding the definition of a "security" for reorganization purposes.	\$325.00	3.0	\$975.00
Collins, Bryan	Review ESL acquisition agreement; consider possible section 363 structuring alternatives	\$975.00	2.4	\$2,340.00
Corrigan, Kevin	Update stock basis calculations for information provided by management.	\$595.00	2.9	\$1,725.50
Corrigan, Kevin	Update stock basis calculations for information provided by management.	\$595.00	2.5	\$1,487.50
Dempsey, Jacob	Review circular basis rules for application to non-taxable liquidations in tax attribute reduction model.	\$595.00	1.6	\$952.00
Dempsey, Jacob	Call with J. Allegretti, M. Butler, E. Tzavelis, and J. Dempsey (all Deloitte) to discuss the addition of the taxable and non-taxable liquidations to the tax attribute reduction model.	\$595.00	0.4	\$238.00
Elandary, Hannah	Fix shifting of cells problem in the tax attribute reduction model.	\$325.00	0.5	\$162.50
Fielding, Stephen	Read and comment on tax attribute reduction model and creditor recoveries.	\$595.00	1.6	\$952.00
Forrest, Jonathan	Consider bankruptcy emergence scenarios.	\$975.00	0.6	\$585.00
Hoffman, David	Correspondence with M. Butler (Deloitte) regarding Sears original issue discount reporting question.	\$850.00	0.3	\$255.00
Hoffman, David	Review ESL bid details.	\$850.00	0.5	\$425.00
Schreiber, Mendy	Draft IRC Section 168(k) outline.	\$450.00	2.1	\$945.00
Schreiber, Mendy	Retrieve purchase agreement for sale of MTN notes to Cyrus.	\$450.00	0.4	\$180.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/16/2019				
Tzavelis, Elias	Call with J. Allegretti, M. Butler, and J. Dempsey (all Deloitte) to discuss the addition of the taxable and non-taxable liquidations to the tax attribute reduction model.	\$850.00	0.4	\$340.00
01/17/2019				
Allegretti, Joe	Pulling IRC Section 1502-11 and 1502-36 tabs into the current tax attribute reduction model and cleaning and refreshing them for the current Sears transaction.	\$325.00	2.6	\$845.00
Allegretti, Joe	Update the solvency calculation and the stock basis calculation pursuant to discussions with M. Butler (Deloitte).	\$325.00	1.2	\$390.00
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss updates to the model with respect to the solvency calculations and updates to the stock basis amounts.	\$325.00	0.9	\$292.50
Allegretti, Joe	Call with M. Butler and E. Tzavelis (both Deloitte) to discuss the status of the model and timing of certain deliverables.	\$325.00	0.8	\$260.00
Allegretti, Joe	Call with M. Butler, J. Dempsey and E. Tzavelis (all Deloitte) to discuss additional add-ons to the tax attribute reduction model and the mechanics of the calculations.	\$325.00	0.9	\$292.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, B. Collins, B. Baily, and M. Schreiber (all Deloitte) to discuss latest ESL bid and plan outstanding workstreams.	\$325.00	0.4	\$130.00
Atwal, Justin	Prepare Sears basis study supporting workpapers.	\$325.00	2.3	\$747.50
Baily, Brianna	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, and M. Schreiber (all Deloitte) to discuss latest ESL bid and plan outstanding workstreams	\$595.00	0.4	\$238.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/17/2019				
Butler, Mike	Review worthless stock deduction calculations in tax attribute reduction model.	\$595.00	2.9	\$1,725.50
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss updates to the model with respect to the solvency calculations and updates to the stock basis amounts.	\$595.00	0.9	\$535.50
Butler, Mike	Call with J. Allegretti and E. Tzavelis (both Deloitte) to discuss the status of the model and timing of certain deliverables	\$595.00	0.8	\$476.00
Butler, Mike	Call with J. Allegretti, J. Dempsey and E. Tzavelis (all Deloitte) to discuss additional add-ons to the tax attribute reduction model and the mechanics of the calculations.	\$595.00	0.9	\$535.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, B. Baily, and M. Schreiber (all Deloitte) to discuss latest ESL bid and plan outstanding workstreams.	\$595.00	0.4	\$238.00
Chatten, Colin	Review final versions of ESL bid, asset purchase agreement, disclosure schedules, exhibits, and financing documents.	\$325.00	2.5	\$812.50
Chatten, Colin	Update schedule of store ownership by legal and tax entity in accordance with disclosure schedules to final asset purchase agreement.	\$325.00	1.3	\$422.50
Chatten, Colin	Revise emergence transaction structure deck.	\$325.00	0.7	\$227.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, B. Baily, and M. Schreiber (all Deloitte) to discuss latest ESL bid and plan outstanding workstreams.	\$325.00	0.4	\$130.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/17/2019				
Collins, Bryan	Review and respond to e-mail regarding original issue discount reporting consequences and correspondence with R. Boyle (Sears) regarding the same.	\$975.00	1.4	\$1,365.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Baily, and M. Schreiber (all Deloitte) to discuss latest ESL bid and plan outstanding workstreams.	\$975.00	0.4	\$390.00
Corrigan, Kevin	Update stock basis calculations for information provided by management.	\$595.00	2.6	\$1,547.00
Corrigan, Kevin	Update stock basis calculations for information provided by management.	\$595.00	2.1	\$1,249.50
Dempsey, Jacob	Call with J. Allegretti, M. Butler, and E. Tzavelis (all Deloitte) to discuss additional add-ons to the tax attribute reduction model and the mechanics of the calculations.	\$595.00	0.9	\$535.50
Dempsey, Jacob	Review circular basis regulations for application to tax attribute reduction model.	\$595.00	1.9	\$1,130.50
Dempsey, Jacob	Call with M. Butler and S. Fielding (both Deloitte) to discuss the organization chart of Sears.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Initial review of final asset purchase agreement and schedules for state tax implication considerations.	\$595.00	1.2	\$714.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, and M. Schreiber (all Deloitte) to discuss latest ESL bid and plan outstanding workstreams.	\$595.00	0.4	\$238.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, and B. Baily (all Deloitte) to discuss latest ESL bid and plan outstanding workstreams.	\$450.00	0.4	\$180.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
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*Tax Restructuring Services*

01/17/2019

Tzavelis, Elias	Call with J. Allegretti, M. Butler, J. Dempsey (all Deloitte) to discuss additional add-ons to the tax attribute reduction model and the mechanics of the calculations.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, and M. Schreiber (all Deloitte) to discuss latest ESL bid and plan outstanding workstreams.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with J. Allegretti and M. Butler (both Deloitte) to discuss the status of the tax attribute reduction model and timing of certain deliverables.	\$850.00	0.8	\$680.00

01/18/2019

Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler and J. Dempsey (all Deloitte) to update the tax attribute reduction model for the IRC Section 382(l)(5) interest haircut.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with M. Butler, S. Fielding and J. Dempsey (all Deloitte) to discuss the tax attribute reduction model and the different assumptions driving the calculations.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with M. Butler, E. Tzavelis, B. Collins, S. Fielding, J. Forrest, D. Hoffman (all Deloitte) and the PwC tax, Weil and Cleary teams to discuss updates on timing and deliverables.	\$325.00	0.8	\$260.00
Allegretti, Joe	Call with M. Butler and J. Dempsey (both Deloitte) to discuss the tax attribute reduction model and the different assumptions driving the calculations.	\$325.00	0.4	\$130.00
Allegretti, Joe	Calls with M. Butler (Deloitte) to discuss updates to tax attribute model in connection with the liquidation scenarios.	\$325.00	0.8	\$260.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/18/2019				
Allegretti, Joe	Update the tax basis balance sheets for earlier discussions with M. Butler (Deloitte).	\$325.00	1.7	\$552.50
Allegretti, Joe	Update the tax attribute model to fix the calculations on the inside gain or loss tabs and update the post-emergence tax basis balance sheet (by entity).	\$325.00	1.2	\$390.00
Allegretti, Joe	Update the solvency and gain and loss calculations for the liquidation scenarios.	\$325.00	2.7	\$877.50
Atwal, Justin	Prepare Sears basis study supporting workpapers.	\$325.00	2.7	\$877.50
Atwal, Justin	Prepare Sears basis study supporting workpapers.	\$325.00	0.7	\$227.50
Atwal, Justin	Continue to prepare Sears basis study supporting workpapers.	\$325.00	2.6	\$845.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, and J. Dempsey (all Deloitte) to update the tax attribute reduction model for the IRC Section 382(l)(5) interest haircut.	\$595.00	0.7	\$416.50
Butler, Mike	Call with J. Allegretti and J. Dempsey (both Deloitte) to discuss the model and the different assumptions driving the calculations.	\$595.00	0.4	\$238.00
Butler, Mike	Call with J. Allegretti, E. Tzavelis, B. Collins, S. Fielding, J. Forrest, D. Hoffman (all Deloitte) and PwC tax, Weil and Cleary tax teams to discuss updates on timing and deliverables.	\$595.00	0.8	\$476.00
Butler, Mike	Call with J. Allegretti, S. Fielding and J. Dempsey (all Deloitte) to discuss the tax attribute reduction model and the different assumptions driving the calculations.	\$595.00	0.7	\$416.50
Butler, Mike	Review intercompany settlement adjustments and impact to stock basis in the tax attribute reduction model.	\$595.00	1.8	\$1,071.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/18/2019				
Butler, Mike	Review and make edits to ordinary loss absorption calculations in tax attribute reduction model and interplay of Treasury Regulation Sections 1.1502-11 and 1.1502-36	\$595.00	2.9	\$1,725.50
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss updates to tax attribute model in connection with the liquidation scenarios.	\$595.00	0.8	\$476.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and J. Dempsey (all Deloitte) to update the tax attribute reduction model for the IRC Section 382(l)(5) interest haircut.	\$325.00	0.7	\$227.50
Chatten, Colin	Update schedule of intercompany balances.	\$325.00	1.1	\$357.50
Chatten, Colin	Draft tax profile summary deck outlining the key tax attributes and estimating the amounts that will remain after the emergence transaction.	\$325.00	3.0	\$975.00
Chatten, Colin	Finalize stock basis estimate documents in preparation for data room upload.	\$325.00	0.7	\$227.50
Collins, Bryan	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, J. Forrest, D. Hoffman (all Deloitte) and the PwC tax, Weil and Cleary teams to discuss updates on timing and deliverables.	\$975.00	0.8	\$780.00
Corrigan, Kevin	Update Phase I calculations to display different intercompany scenarios.	\$595.00	1.5	\$892.50
Dempsey, Jacob	Review Treasury Regulation Sections 1.1502-11 and 1.1502-36 for application to attribute reduction model.	\$595.00	2.8	\$1,666.00
Dempsey, Jacob	Call with J. Allegretti and M. Butler (both Deloitte) to discuss the tax attribute reduction model and the different assumptions driving the calculations.	\$595.00	0.4	\$238.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/18/2019				
Dempsey, Jacob	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to update the tax attribute reduction model for the IRC Section 382(l)(5) interest haircut.	\$595.00	0.7	\$416.50
Dempsey, Jacob	Call with J. Allegretti, M. Butler, and S. Fielding (all Deloitte) to discuss the tax attribute reduction model and the different assumptions driving the calculations.	\$595.00	0.7	\$416.50
Espinola, Jonathan	Revise real estate transfer tax model.	\$595.00	2.1	\$1,249.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, and J. Dempsey (all Deloitte) to update the tax attribute reduction model for the IRC Section 382(l)(5) interest haircut.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with J. Allegretti, M. Butler, and J. Dempsey (all Deloitte) to discuss the tax attribute reduction model the model and the different assumptions driving the calculations.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, B. Collins, J. Forrest, D. Hoffman (all Deloitte) and the PwC tax, Weil and Cleary tax teams to discuss updates on timing and deliverables.	\$595.00	0.8	\$476.00
Fielding, Stephen	Revise tax profile summary slides to be circulated internally to Deloitte tax team.	\$595.00	1.5	\$892.50
Fielding, Stephen	Update tax attribute reduction model output slides for various scenarios.	\$595.00	1.9	\$1,130.50
Fielding, Stephen	Update tax profile summary slides for edits from internal review and additional assumptions.	\$595.00	2.5	\$1,487.50
Forrest, Jonathan	Call with J. Allegretti, M. Butler, E. Tzavelis, B. Collins, S. Fielding, D. Hoffman (all Deloitte), and PwC, Weil and Cleary teams to discuss updates on timing and deliverables.	\$975.00	0.8	\$780.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/18/2019				
Hoffman, David	Call with J. Allegretti, M. Butler, E. Tzavelis, B. Collins, S. Fielding, J. Forrest (all Deloitte), and the PwC, Weil, and Cleary tax teams to discuss updates on timing and deliverables.	\$850.00	0.8	\$680.00
Hoffman, David	Prepare for ESL advisor call and next Thursday tax meeting by reviewing the tax analyses to be discussed.	\$850.00	0.5	\$425.00
Omar, Fatin	Finalize transfer tax analyses for distribution to ESL advisors.	\$725.00	1.0	\$725.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, B. Collins, S. Fielding, J. Forrest, D. Hoffman (all Deloitte) and the PwC, Weil, and Cleary tax teams to discuss updates on timing and deliverables.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, and J. Dempsey (all Deloitte) to update the tax attribute reduction model for the IRC Section 382(l)(5) interest haircut.	\$850.00	0.7	\$595.00
01/19/2019				
Allegretti, Joe	Update the tax attribute model for entity tiering in accordance with Treasury Regulation Section 1.1502-11,	\$325.00	3.0	\$975.00
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss updates to the tax model related to Treasury Regulations 1502-11 and 1502-36, per our discussions with J. Dempsey.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss updates to the tax model related to Treasury Regulations 1502-11 and 1502-36, per our discussions with J. Dempsey.	\$325.00	0.5	\$162.50
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss updates to the tax model related to Treasury Regulation Sections 1.1502-11 and 1.1502-36 per discussions with J. Dempsey (Deloitte)	\$595.00	0.4	\$238.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/19/2019				
Butler, Mike	Add Treasury Regulation Section 1.1502-11 analysis to tax attribute reduction model.	\$595.00	1.8	\$1,071.00
Butler, Mike	Review revised tax attribute reduction model for impact of Treasury Regulation Sections 1.1502-11 and 1.1502-36.	\$595.00	2.9	\$1,725.50
Butler, Mike	Call with J. Allegretti and J. Dempsey (both Deloitte) to discuss the updates to the tax model, specifically with respect to Treasury Regulations 1502-11 and 1502-36.	\$595.00	0.6	\$357.00
Chatten, Colin	Call with S. Fielding (Deloitte) to review the IRC Section 382(l)(5) interest haircut calculations in the tax profile summary slides.	\$325.00	0.1	\$32.50
Chatten, Colin	Review IRC Section 382(l)(5) interest haircut calculations.	\$325.00	1.4	\$455.00
Chatten, Colin	Revise taxable income projection and stock basis study deliverables pursuant to comments from internal review	\$325.00	2.9	\$942.50
Chatten, Colin	Prepare summary schedule of debt terms for debt issued by ESL and Cyrus to Debtor entities.	\$325.00	4.4	\$1,430.00
Chatten, Colin	Call with E. Tzavelis (Deloitte) to draft language summarizing assumptions made in the stock basis estimates in the tax profile summary slides.	\$325.00	0.2	\$65.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, and B. Collins (all Deloitte) regarding revisions to the 2018 taxable income projections deliverable.	\$325.00	0.7	\$227.50
Chatten, Colin	Call with E. Tzavelis (Deloitte) regarding slide deck summarizing the impact of alternative emergence transaction structures on significant tax attributes.	\$325.00	0.6	\$195.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/19/2019				
Chatten, Colin	Call with E. Tzavelis (Deloitte) regarding the IRC Section 163(j) interest deduction limitation calculations in the tax profile summary slides.	\$325.00	0.9	\$292.50
Collins, Bryan	Edit the language summarizing assumptions underlying tax attribute calculations in the tax profile summary slides.	\$975.00	1.8	\$1,755.00
Dempsey, Jacob	Call with J. Allegretti and M. Butler (both Deloitte) to discuss the updates to the tax attribute reduction model, specifically with respect to Treasury Regulations Section 1.1502-11 and 1.1502-36.	\$595.00	0.6	\$357.00
Dempsey, Jacob	Prepare for call by reviewing the application of Treasury Regulation Section 1.1502-11 to the tax attribute reduction model.	\$595.00	0.9	\$535.50
Fielding, Stephen	Update tax profile summary slides for intercompany debt and stock basis estimates.	\$595.00	2.1	\$1,249.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, and B. Collins (all Deloitte) revisions to the 2018 taxable income estimates deliverable.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with C. Chatten (Deloitte) to review the IRC Section 382(l)(5) interest haircut calculations in the tax profile summary slides.	\$595.00	0.1	\$59.50
Omar, Fatin	Review transfer tax estimates.	\$725.00	0.2	\$145.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, and B. Collins (all Deloitte) regarding revisions to the 2018 taxable income projections deliverable.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with C. Chatten (Deloitte) regarding slide deck summarizing the impact of alternative emergence transaction scenarios on significant tax attributes.	\$850.00	0.6	\$510.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/19/2019				
Tzavelis, Elias	Call with C. Chatten (Deloitte) regarding the IRC Section 163(j) interest deduction limitation calculations in the tax profile summary slides.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with C. Chatten (Deloitte) to draft language summarizing assumptions made in the stock basis estimates in the tax profile summary slides.	\$850.00	0.2	\$170.00
01/20/2019				
Allegretti, Joe	Call with M. Butler (Deloitte) to incremental updates to the tax model with respect to the Section 1502-11 and 1502-36 calculations.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten and M. Butler (all Deloitte) regarding Treas. Reg. Section 1.1502-11 and -36 calculations in the tax attribute reduction model.	\$325.00	0.8	\$260.00
Allegretti, Joe	Call with E. Tzavelis, B. Collins, S. Fielding, C. Chatten, M. Butler (all Deloitte), Weil tax team, Cleary tax team, and PwC tax team regarding preliminary estimates of tax stock basis, taxable income, and tax attribute reduction.	\$325.00	0.9	\$292.50
Allegretti, Joe	Update switches in the tax attribute reduction model to allow the model to pull cancellation of indebtedness income for different values.	\$325.00	1.5	\$487.50
Allegretti, Joe	Update the Section 1502-11 and 1502-36 calculations for intercompany balances.	\$325.00	1.1	\$357.50
Allegretti, Joe	Update tax attribute reduction model outputs to hide unused rows and columns, remove gridlines, and apply consistent formatting throughout.	\$325.00	1.2	\$390.00
Baily, Brianna	Review latest version of Sears transaction summary memorandum to confirm latest revisions are incorporated therein.	\$595.00	0.4	\$238.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/20/2019				
Butler, Mike	Review tax attribute reduction model for revised scenarios.	\$595.00	1.8	\$1,071.00
Butler, Mike	Call with J. Allegretti (Deloitte) to make incremental updates to the tax attribute reduction model with respect to the Treas. Reg. Section 1.1502-11 and -36 calculations.	\$595.00	0.6	\$357.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) regarding Treas. Reg. Section 1.1502-11 and -36 calculations in the tax attribute reduction model.	\$595.00	0.8	\$476.00
Butler, Mike	Call with E. Tzavelis, B. Collins, S. Fielding, C. Chatten, and J. Allegretti (all Deloitte), Weil tax team, Cleary tax team, and PwC tax team regarding preliminary estimates of tax stock basis, taxable income, and tax attribute reduction.	\$595.00	0.9	\$535.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding Treas. Reg. Section 1.1502-11 and -36 calculations in the tax attribute reduction model.	\$325.00	0.8	\$260.00
Chatten, Colin	Call with E. Tzavelis (Deloitte) regarding ESL debt schedule and transaction summary memorandum.	\$325.00	0.2	\$65.00
Chatten, Colin	Call with E. Tzavelis, B. Collins, S. Fielding, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Cleary tax team, and PwC tax team regarding preliminary estimates of tax stock basis, taxable income, and tax attribute reduction.	\$325.00	0.9	\$292.50
Chatten, Colin	Prepare organizational structure chart depicting a summary schedule of ESL and Cyrus debt.	\$325.00	3.4	\$1,105.00
Chatten, Colin	Revise transaction summary memorandum.	\$325.00	0.8	\$260.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/20/2019				
Chatten, Colin	Review transfer tax estimates, realty transfer tax estimates, and related comments from Weil.	\$325.00	0.9	\$292.50
Chatten, Colin	Revise IRC Section 382 memorandum.	\$325.00	2.5	\$812.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding revisions to the 2018 taxable income projections deliverable.	\$975.00	0.7	\$682.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Cleary tax team, and PwC tax team regarding preliminary estimates of tax stock basis, taxable income, and tax attribute reduction.	\$975.00	0.9	\$877.50
Collins, Bryan	Review and revise IRC Section 382 memorandum.	\$975.00	4.7	\$4,582.50
Espinola, Jonathan	Review email correspondence regarding real estate transfer tax model questions.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with E. Tzavelis, B. Collins, C. Chatten, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Cleary tax team, and PwC tax team regarding preliminary estimates of tax stock basis, taxable income, and tax attribute reduction.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding Treas. Reg. Section 1.1502-11 and -36 calculations in the tax attribute reduction model.	\$595.00	0.8	\$476.00
Hoffman, David	Review stock basis estimates and stock basis memo.	\$850.00	1.0	\$850.00
Omar, Fatin	Update transfer tax estimates..	\$725.00	0.5	\$362.50
Sullivan, Brian	Review draft of real estate transfer tax estimate for ESL sale to be provided to Weil and Client for review.	\$850.00	2.2	\$1,870.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/20/2019				
Sullivan, Brian	Review and revise sales tax estimate on plants, property and equipment for asset sale to ESL and add caveats to provide to Weil and Client for review.	\$850.00	1.5	\$1,275.00
Sullivan, Brian	Revise draft of sales tax estimate on motor vehicle transfers and add caveats to workpaper for review by Client and Weil.	\$850.00	1.7	\$1,445.00
Tarrant, Steve	Draft IRC Section 382 memorandum assessing whether ownership changes have occurred.	\$850.00	1.1	\$935.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, and J. Allegretti (both Deloitte) regarding Treas. Reg. Section 1.1502-11 and -36 calculations in the tax attribute reduction model.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with C. Chatten (Deloitte) regarding ESL debt schedule and transaction summary memorandum.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with B. Collins, S. Fielding, C. Chatten, M. Butler, J. Allegretti (all Deloitte), Weil tax team, Cleary tax team, and PwC tax team regarding preliminary estimates of tax stock basis, taxable income, and tax attribute reduction.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Review tax profile summary slides outlining key findings in tax analyses to date.	\$850.00	1.2	\$1,020.00
01/21/2019				
Allegretti, Joe	Update the loss allocation and the cancellation of debt formula to account for the taxable liquidation scenario.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with B. Collins, S. Fielding, C. Chatten, M. Butler, J. Dempsey, M. Schreiber, K. Corrigan, and E. Tzavelis (all Deloitte) regarding inquiries from Cleary.	\$325.00	1.4	\$455.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/21/2019				
Allegretti, Joe	Update the tax attribute reduction model specifically related to the Section 1502-11 and 1502-36 calculations, treatment of intercompany debt and treatment of Sears Roebuck Acceptance Corporation.	\$325.00	2.8	\$910.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler and J. Dempsey (all Deloitte) regarding tax attribute reduction model.	\$325.00	0.8	\$260.00
Allegretti, Joe	Call with M. Butler and J. Dempsey (both Deloitte) to discuss updates to the tax attribute reduction model and the mechanics of certain adjustment calculations, including Sections 1502-11 and 1502-36.	\$325.00	0.8	\$260.00
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss the treatment of the intercompany balances within the tax attribute reduction model as well as incremental updates to the inside gain and loss, solvency and other calculations.	\$325.00	1.0	\$325.00
Allegretti, Joe	Call with J. Forrest, B. Collins, E. Tzavelis, S. Fielding, C. Chatten, M. Butler and J. Dempsey (all Deloitte) regarding tax attribute reduction model and other outstanding requests from Cleary.	\$325.00	1.4	\$455.00
Allegretti, Joe	Call with J. Dempsey (Deloitte) to discuss the tier-up formulas in the tax attribute reduction model.	\$325.00	0.1	\$32.50
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss the treatment of the intercompany balances within the tax attribute reduction model as well as incremental updates to the inside gain and loss, solvency and other calculations.	\$595.00	1.0	\$595.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/21/2019				
Butler, Mike	Call with J. Forrest, B. Collins, E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, and J. Dempsey (all Deloitte) regarding tax attribute reduction model and other outstanding requests from Cleary.	\$595.00	1.4	\$833.00
Butler, Mike	Call with B. Collins, S. Fielding, C. Chatten, , J. Allegretti, J. Dempsey, M. Schreiber, K. Corrigan, and E. Tzavelis (all Deloitte) regarding inquiries from Cleary.	\$595.00	1.4	\$833.00
Butler, Mike	Review US tax attribute reduction model for revised scenarios.	\$595.00	2.8	\$1,666.00
Butler, Mike	Call with J. Allegretti and J. Dempsey (both Deloitte) to discuss updates to the tax attribute reduction model and the mechanics of certain adjustment calculations, including Sections 1502-11 and 1502-36.	\$595.00	0.8	\$476.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, and J. Dempsey (all Deloitte) regarding tax attribute reduction model.	\$595.00	0.8	\$476.00
Chatten, Colin	Review recent filings in court docket.	\$325.00	1.4	\$455.00
Chatten, Colin	Prepare deliverable summarizing calculations in the IRC Section 382 ownership change model.	\$325.00	1.3	\$422.50
Chatten, Colin	Prepare deliverable summarizing transfer tax implications of upcoming transaction.	\$325.00	0.5	\$162.50
Chatten, Colin	Prepare intercompany loan matrix summarizing outstanding intercompany balances between various Debtor entities.	\$325.00	4.3	\$1,397.50
Chatten, Colin	Continue revising IRC Section 382 memorandum pursuant to comments from internal review.	\$325.00	1.3	\$422.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and J. Dempsey (all Deloitte) regarding tax attribute reduction model.	\$325.00	0.8	\$260.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/21/2019				
Chatten, Colin	Call with J. Forrest, B. Collins, E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and J. Dempsey (all Deloitte) regarding tax attribute reduction model and other outstanding requests from Cleary.	\$325.00	1.4	\$455.00
Chatten, Colin	Call with B. Collins, S. Fielding, M. Butler, J. Allegretti, J. Dempsey, M. Schreiber, K. Corrigan, and E. Tzavelis (all Deloitte) regarding inquiries from Cleary.	\$325.00	1.4	\$455.00
Collins, Bryan	Review and revise IRC Section 382 memorandum.	\$975.00	2.9	\$2,827.50
Collins, Bryan	Review and revise Deloitte's replies to inquiries from ESL advisors regarding intercompany balances.	\$975.00	0.8	\$780.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, and C. Chaten (all Deloitte) regarding request for detailed intercompany information from Cleary.	\$975.00	0.4	\$390.00
Collins, Bryan	Call with J. Forrest, E. Tzavelis, S. Fielding, C. Chaten, M. Butler, J. Allegretti, and J. Dempsey (all Deloitte) regarding tax attribute reduction model and other outstanding requests from Cleary.	\$975.00	1.4	\$1,365.00
Collins, Bryan	Call with S. Fielding, C. Chaten, M. Butler, J. Allegretti, J. Dempsey, M. Schreiber, K. Corrigan, and E. Tzavelis (all Deloitte) regarding inquiries from Cleary.	\$975.00	1.4	\$1,365.00
Corrigan, Kevin	Call with B. Collins, S. Fielding, C. Chaten, M. Butler, J. Allegretti, J. Dempsey, M. Schreiber, and E. Tzavelis (all Deloitte) regarding inquiries from Cleary.	\$595.00	1.4	\$833.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/21/2019				
Dempsey, Jacob	Call with J. Allegretti and M. Butler (both Deloitte) to discuss updates to the tax attribute reduction model and the mechanics of certain adjustment calculations, including Treasury Regulation Sections 1.1502-11 and 1.1502-36.	\$595.00	0.8	\$476.00
Dempsey, Jacob	Call with J. Forrest, B. Collins, E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding tax attribute reduction model and other outstanding requests from Cleary.	\$595.00	1.4	\$833.00
Dempsey, Jacob	Review tax attribute reduction model.	\$595.00	0.5	\$297.50
Dempsey, Jacob	Call with J. Allegretti (Deloitte) to discuss the tier-up formulas in the tax attribute reduction model.	\$595.00	0.1	\$59.50
Dempsey, Jacob	Call with B. Collins, S. Fielding, C. Chatten, M. Butler, J. Allegretti, M. Schreiber, K. Corrigan, and E. Tzavelis (all Deloitte) regarding inquiries from Cleary.	\$595.00	1.4	\$833.00
Dempsey, Jacob	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding tax attribute reduction model.	\$595.00	0.8	\$476.00
Espinola, Jonathan	Draft final revisions to real estate transfer tax model.	\$595.00	1.5	\$892.50
Espinola, Jonathan	Revise real estate transfer tax model pertaining to inclusion of Puerto Rico assets.	\$595.00	2.1	\$1,249.50
Fielding, Stephen	Call with E. Tzavelis, B. Collins, and C. Chatten (all Deloitte) regarding request for detailed intercompany information from Cleary.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, and J. Dempsey (all Deloitte) regarding tax attribute reduction model.	\$595.00	0.8	\$476.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/21/2019				
Fielding, Stephen	Call with J. Forrest, B. Collins, E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, and J. Dempsey (all Deloitte) regarding tax attribute reduction model and other outstanding requests from Cleary.	\$595.00	1.4	\$833.00
Fielding, Stephen	Call with B. Collins, C. Chatten, M. Butler, J. Allegretti, J. Dempsey, M. Schreiber, K. Corrigan, and E. Tzavelis (all Deloitte) regarding inquiries from Cleary.	\$595.00	1.4	\$833.00
Forrest, Jonathan	Call with B. Collins, E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, and J. Dempsey (all Deloitte) regarding tax attribute reduction model and other outstanding requests from Cleary.	\$975.00	1.4	\$1,365.00
Hoffman, David	Review email correspondence from Cleary containing inquiries for more detailed intercompany balances information.	\$850.00	0.6	\$510.00
Newport, Cathy	Revise summary and detail schedules for updated tax rates and bi-furcate estimated transfer tax between sales tax and motor vehicle excise tax.	\$725.00	0.9	\$652.50
Newport, Cathy	Review estimated transfer tax on sale of fleet summary schedule and detailed workpapers.	\$725.00	0.9	\$652.50
Omar, Fatin	Update transfer tax estimates.	\$725.00	1.5	\$1,087.50
Schreiber, Mendy	Call with B. Collins, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Dempsey, K. Corrigan, and E. Tzavelis (all Deloitte) regarding inquiries from Cleary.	\$450.00	1.4	\$630.00
Sullivan, Brian	Revise transfer tax workpapers to address comments from Client.	\$850.00	2.4	\$2,040.00
Tzavelis, Elias	Call with B. Collins, S. Fielding, and C. Chatten (all Deloitte) regarding request for detailed intercompany information from Cleary.	\$850.00	0.4	\$340.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/21/2019				
Tzavelis, Elias	Call with B. Collins, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Dempsey, M. Schreiber, and K. Corrigan (all Deloitte) regarding inquiries from Cleary.	\$850.00	1.4	\$1,190.00
Tzavelis, Elias	Call with J. Forrest, B. Collins, S. Fielding, C. Chatten, M. Butler, J. Allegretti, and J. Dempsey (all Deloitte) regarding tax attribute reduction model and other outstanding requests from Cleary.	\$850.00	1.4	\$1,190.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, and J. Dempsey (all Deloitte) regarding tax attribute reduction model.	\$850.00	0.8	\$680.00
01/22/2019				
Allegretti, Joe	Call with J. Dempsey and M. Butler (both Deloitte) to discuss updates to the Section 1502-11 and 1502-36 calculations.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss updates to the intercompany balances and different liquidation scenarios.	\$325.00	0.1	\$32.50
Allegretti, Joe	Call with D. Hoffman, B. Collins, E. Tzavelis, S. Fielding, C. Chatten, M. Butler and J. Forrest (all Deloitte), Weil tax team, Cleary tax team, and PwC regarding tax structuring	\$325.00	1.1	\$357.50
Allegretti, Joe	Call with C. Chatten (Deloitte) to discuss the intercompany detail for the gridnotes and other intercompany notes.	\$325.00	0.2	\$65.00
Allegretti, Joe	Update the tax attribute model for the updates to the Section 1502-11 and 1502-36 calculations as well as treating certain entities as disregarded.	\$325.00	2.1	\$682.50
Atwal, Justin	Continue to prepare supporting workpapers for stock basis study.	\$325.00	2.8	\$910.00
Atwal, Justin	Prepare supporting workpapers for Sears stock basis study.	\$325.00	3.5	\$1,137.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/22/2019				
Butler, Mike	Call with J. Allegretti and J. Dempsey (both Deloitte) to discuss updates to the Section 1502-11 and 1502-36 calculations.	\$595.00	0.3	\$178.50
Butler, Mike	Internal regroup call with E. Tzavelis, S. Fielding, C. Chatten, B. Collins, and M. Schreiber (all Deloitte) regarding outstanding action items after discussions with Cleary and Weil.	\$595.00	0.6	\$357.00
Butler, Mike	Review tax attribute reduction model for revised scenarios.	\$595.00	1.9	\$1,130.50
Butler, Mike	Call with D. Hoffman, B. Collins, E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti (all Deloitte), Weil tax team, Cleary tax team, and PwC regarding tax structuring	\$595.00	1.1	\$654.50
Butler, Mike	Call with D. Hoffman, B. Collins, E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, and J. Forrest (all Deloitte), Weil tax team, Cleary tax team, and PwC regarding tax structuring.	\$595.00	1.1	\$654.50
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss updates to the intercompany balances and different liquidation scenarios.	\$595.00	0.1	\$59.50
Chatten, Colin	Call with D. Hoffman, B. Collins, E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and J. Forrest (all Deloitte), Weil tax team, Cleary tax team, and PwC regarding tax structuring	\$325.00	1.1	\$357.50
Chatten, Colin	Correspond with V. Gorbaty (Lazard) regarding procedures for uploading deliverables to data room.	\$325.00	0.7	\$227.50
Chatten, Colin	Internal regroup call with E. Tzavelis, S. Fielding, B. Collins, M. Schreiber, and M. Butler (all Deloitte) regarding outstanding action items after discussions with Cleary and Weil.	\$325.00	0.6	\$195.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/22/2019				
Chatten, Colin	Create schedule of intercompany net receivable and net payable balances to be incorporated in tax attribute reduction model.	\$325.00	3.6	\$1,170.00
Chatten, Colin	Reconcile intercompany net receivable and net payable balances in stock basis study calculations with internal financial information provided by Company.	\$325.00	2.3	\$747.50
Chatten, Colin	Revise IRC Section 382 memo pursuant to comments from S. Goldring (Weil).	\$325.00	0.6	\$195.00
Chatten, Colin	Call with B. Collins, E. Tzavelis, S. Fielding (all Deloitte), Weil tax team, and Sears tax team regarding tax provisions of asset purchase agreement.	\$325.00	1.2	\$390.00
Chatten, Colin	Update net receivable and net payable balances at various Debtor entities to reflect sale of MTNs to Cyrus.	\$325.00	1.7	\$552.50
Chatten, Colin	Update net receivable and net payable balances depicted on tax profile summary slides.	\$325.00	1.5	\$487.50
Collins, Bryan	Internal regroup call with E. Tzavelis, S. Fielding, C. Chaten, M. Schreiber, and M. Butler (all Deloitte) regarding outstanding action items after discussions with Cleary and Weil.	\$975.00	0.6	\$585.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chaten (all Deloitte), Weil tax team, and Sears tax team regarding tax provisions of asset purchase agreement.	\$975.00	1.2	\$1,170.00
Collins, Bryan	Call with D. Hoffman, E. Tzavelis, S. Fielding, C. Chaten, M. Butler, J. Allegretti, and J. Forrest (all Deloitte), Weil tax team, Cleary tax team, and PwC regarding tax structuring	\$975.00	1.1	\$1,072.50
Dempsey, Jacob	Review tax attribute reduction model.	\$595.00	1.3	\$773.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/22/2019				
Dempsey, Jacob	Call with J. Allegretti and M. Butler (both Deloitte) to discuss updates to the Treasury Regulation Sections 1.1502-11 and 1.1502-36 calculations.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with B. Collins, E. Tzavelis, C. Chatten (all Deloitte), Weil tax team, and Sears tax team regarding tax provisions of asset purchase agreement.	\$595.00	1.2	\$714.00
Fielding, Stephen	Internal regroup call with E. Tzavelis, C. Chatten, B. Collins, M. Schreiber, and M. Butler (all Deloitte) regarding outstanding action items after discussions with Cleary and Weil.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with D. Hoffman, B. Collins, E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, and J. Forrest (all Deloitte), Weil tax team, Cleary tax team, and PwC regarding tax structuring.	\$595.00	1.1	\$654.50
Forrest, Jonathan	Call with D. Hoffman, B. Collins, E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte), Weil tax team, Cleary tax team, and PwC regarding tax structuring	\$975.00	1.1	\$1,072.50
Forrest, Jonathan	Review IRC Section 382 memo.	\$975.00	0.9	\$877.50
Forrest, Jonathan	Review intercompany balances in preparation for tax update call.	\$975.00	0.8	\$780.00
Hoffman, David	Meet with T. Hermanson (Deloitte) to update him on Thursday tax meetings.	\$850.00	0.3	\$255.00
Hoffman, David	Planning for my participation in the Thursday tax meeting at Weil Gotshal.	\$850.00	0.4	\$340.00
Hoffman, David	Call with D. Hoffman, B. Collins, E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest (all Deloitte), Weil tax team, Cleary tax team, and PwC regarding tax structuring	\$850.00	1.1	\$935.00
Hospodarsky, Sara	Review Schedule M-2 analysis instructions for tax stock basis study.	\$325.00	0.3	\$97.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/22/2019				
Schreiber, Mendy	Internal regroup call with E. Tzavelis, S. Fielding, C. Chatten, B. Collins, and M. Butler (all Deloitte) regarding outstanding action items after discussions with Cleary and Weil.	\$450.00	0.6	\$270.00
Tzavelis, Elias	Call with D. Hoffman, B. Collins, S. Fielding, C. Chatten, M. Butler, J. Allegretti, and J. Forrest (all Deloitte), Weil tax team, Cleary tax team, and PwC regarding tax structuring	\$850.00	1.1	\$935.00
Tzavelis, Elias	Call with B. Collins, S. Fielding, and C. Chatten (all Deloitte), Weil tax team, and Sears tax team regarding tax provisions of asset purchase agreement	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Internal regroup call with S. Fielding, C. Chatten, B. Collins, M. Schreiber, and M. Butler (all Deloitte) regarding outstanding action items after discussions with Cleary and Weil.	\$850.00	0.6	\$510.00
01/23/2019				
Allegretti, Joe	Update the tax attribute reduction model for the capability to single out specific intercompany balances.	\$325.00	1.2	\$390.00
Allegretti, Joe	Meeting with M. Butler, E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding IRC Section 382(l)(5) qualified creditor analysis.	\$325.00	2.4	\$780.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to update the tax attribute reduction model for toggling the intercompany balances, updating the taxable income and solvency calculations, confirming the appropriate scenarios are flowing through the model	\$325.00	2.9	\$942.50
Allegretti, Joe	Meeting with M. Butler (Deloitte) to walk through the different switches that are flowing through the tax attribute model and update the calculation for the settlement of intercompany notes.	\$325.00	0.4	\$130.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/23/2019				
Allegretti, Joe	Meeting with M. Butler, J. Forrest, S. Fielding, E. Tzavelis, B. Collins and C. Chatten (all Deloitte) regarding mechanics of regulations governing tax attribute reduction for cancellation of indebtedness income.	\$325.00	2.3	\$747.50
Allegretti, Joe	Meeting with M. Butler, S. Fielding and E. Tzavelis (all Deloitte) regarding IRC Section 382 ownership change calculations.	\$325.00	0.2	\$65.00
Allegretti, Joe	Meeting with M. Butler, S. Fielding, E. Tzavelis and C. Chatten (all Deloitte) regarding IRC Section 382(l)(5) qualified creditor analysis.	\$325.00	0.2	\$65.00
Allegretti, Joe	Meeting with M. Butler, S. Fielding, and C. Chatten (all Deloitte) regarding debt chart provided by Cleary.	\$325.00	0.2	\$65.00
Allegretti, Joe	Meeting with J. Forrest, C. Chatten, M. Butler, S. Fielding, B. Collins (all Deloitte) regarding structure of emergence transaction and preservation of tax attributes.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, B. Collins, J. Forrest, and B. Baily (all Deloitte) regarding transactions mechanics and steps overview document provided by Cleary.	\$325.00	0.8	\$260.00
Allegretti, Joe	Call with M. Butler, J. Forrest, S. Fielding, E. Tzavelis, C. Chatten (all Deloitte), and S. Goldring (Weil) regarding strategies to preserve tax attributes in emergence transaction.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with J. Forrest, S. Fielding, C. Chatten, and M. Butler (all Deloitte) regarding debt chart provided by Cleary.	\$325.00	0.3	\$97.50
Atwal, Justin	Continue to prepare supporting workpapers for Sears stock basis study.	\$325.00	0.3	\$97.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
01/23/2019				
Atwal, Justin	Prepare Sears basis study supporting workpapers.	\$325.00	2.9	\$942.50
Baily, Brianna	Review tax attribute model and related correspondence.	\$595.00	1.2	\$714.00
Butler, Mike	Meeting with J. Allegretti, E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding IRC Section 382(l)(5) qualified creditor analysis.	\$595.00	2.4	\$1,428.00
Butler, Mike	Meeting with J. Allegretti, S. Fielding, and C. Chatten (all Deloitte) regarding debt chart provided by Cleary.	\$595.00	0.2	\$119.00
Butler, Mike	Meeting with J. Forrest, C. Chatten, S. Fielding, B. Collins, and J. Allegretti (all Deloitte) regarding structure of emergence transaction and preservation of tax attributes.	\$595.00	0.4	\$238.00
Butler, Mike	Call with J. Forrest, S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) regarding debt chart provided by Cleary.	\$595.00	0.3	\$178.50
Butler, Mike	Call with J. Allegretti, J. Forrest, S. Fielding, E. Tzavelis, C. Chatten (all Deloitte), and S. Goldring (Weil) regarding strategies to preserve tax attributes in emergence transaction.	\$595.00	0.7	\$416.50
Butler, Mike	Meeting with S. Fielding, E. Tzavelis, J. Allegretti, and C. Chatten (all Deloitte) regarding IRC Section 382(l)(5) qualified creditor analysis.	\$595.00	0.2	\$119.00
Butler, Mike	Meeting with J. Forrest, S. Fielding, E. Tzavelis, B. Collins, J. Allegretti, and C. Chatten (all Deloitte) regarding mechanics of regulations governing tax attribute reduction for cancellation of indebtedness income.	\$595.00	2.3	\$1,368.50
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss the different switches that are flowing through the tax attribute model and update the calculation for the settlement of intercompany notes.	\$595.00	0.4	\$238.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/23/2019				
Butler, Mike	Meeting with J. Allegretti (Deloitte) to update the tax attribute reduction model for toggling the intercompany balances, updating the taxable income and solvency calculations, confirming the appropriate scenarios are flowing through the model	\$595.00	2.9	\$1,725.50
Butler, Mike	Meeting with J. Allegretti, S. Fielding and E. Tzavelis (all Deloitte) regarding IRC Section 382 ownership change calculations.	\$595.00	0.2	\$119.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest, and B. Baily (all Deloitte) regarding transactions mechanics and steps overview document provided by Cleary.	\$595.00	0.8	\$476.00
Chatten, Colin	Meeting with J. Allegretti, M. Butler, and S. Fielding (all Deloitte) regarding debt chart provided by Cleary.	\$325.00	0.2	\$65.00
Chatten, Colin	Meeting with M. Butler, J. Allegretti, E. Tzavelis, and S. Fielding (all Deloitte) regarding IRC Section 382(l)(5) qualified creditor analysis.	\$325.00	2.4	\$780.00
Chatten, Colin	Meeting with M. Butler, J. Forrest, S. Fielding, E. Tzavelis, B. Collins, and J. Allegretti (all Deloitte) regarding mechanics of regulations governing tax attribute reduction for cancellation of indebtedness income.	\$325.00	2.3	\$747.50
Chatten, Colin	Meeting with M. Butler, S. Fielding, E. Tzavelis, and J. Allegretti (all Deloitte) regarding IRC Section 382(l)(5) qualified creditor analysis.	\$325.00	0.2	\$65.00
Chatten, Colin	Meeting with J. Forrest, M. Butler, S. Fielding, B. Collins, and J. Allegretti (all Deloitte) regarding structure of emergence transaction and preservation of tax attributes.	\$325.00	0.4	\$130.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/23/2019				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, and B. Baily (all Deloitte) regarding transactions mechanics and steps overview document provided by Cleary.	\$325.00	0.8	\$260.00
Chatten, Colin	Call with J. Forrest, S. Fielding, M. Butler, and J. Allegretti (all Deloitte) regarding debt chart provided by Cleary.	\$325.00	0.3	\$97.50
Chatten, Colin	Call with J. Allegretti, M. Butler, J. Forrest, S. Fielding, E. Tzavelis (all Deloitte), and S. Goldring (Weil) regarding strategies to preserve tax attributes in emergence transaction.	\$325.00	0.7	\$227.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, and B. Baily (all Deloitte) regarding transactions mechanics and steps overview document provided by Cleary.	\$975.00	0.8	\$780.00
Collins, Bryan	Meeting with M. Butler, J. Forrest, S. Fielding, E. Tzavelis, J. Allegretti, and C. Chatten (all Deloitte) regarding mechanics of regulations governing tax attribute reduction for cancellation of indebtedness income.	\$975.00	2.3	\$2,242.50
Collins, Bryan	Meeting with J. Forrest, C. Chatten, M. Butler, S. Fielding, and J. Allegretti (all Deloitte) regarding structure of emergence transaction and preservation of tax attributes.	\$975.00	0.4	\$390.00
Espinola, Jonathan	Revise real estate transfer tax model.	\$595.00	0.2	\$119.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, J. Forrest, E. Tzavelis, C. Chatten (all Deloitte), and S. Goldring (Weil) regarding strategies to preserve tax attributes in emergence transaction.	\$595.00	0.7	\$416.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/23/2019				
Fielding, Stephen	Call with J. Forrest, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding debt chart provided by Cleary.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and B. Baily (all Deloitte) regarding transactions mechanics and steps overview document provided by Cleary.	\$595.00	0.8	\$476.00
Fielding, Stephen	Meeting with M. Butler, J. Forrest, E. Tzavelis, B. Collins, J. Allegretti, and C. Chatten (all Deloitte) regarding mechanics of regulations governing tax attribute reduction for cancellation of indebtedness income.	\$595.00	2.3	\$1,368.50
Fielding, Stephen	Meeting with J. Forrest, C. Chatten, M. Butler, B. Collins, and J. Allegretti (all Deloitte) regarding structure of emergence transaction and preservation of tax attributes.	\$595.00	0.4	\$238.00
Fielding, Stephen	Meeting with M. Butler, E. Tzavelis, J. Allegretti, and C. Chatten (all Deloitte) regarding IRC Section 382(l)(5) qualified creditor analysis.	\$595.00	0.2	\$119.00
Fielding, Stephen	Meeting with M. Butler, J. Allegretti, E. Tzavelis, and C. Chatten (all Deloitte) regarding IRC Section 382(l)(5) qualified creditor analysis.	\$595.00	2.4	\$1,428.00
Fielding, Stephen	Meeting with J. Allegretti, M. Butler, and C. Chatten (all Deloitte) regarding tax attribute reduction model	\$595.00	0.2	\$119.00
Fielding, Stephen	Meeting with J. Allegretti, M. Butler, and E. Tzavelis (all Deloitte) regarding IRC Section 382 ownership change calculations.	\$595.00	0.2	\$119.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/23/2019				
Forrest, Jonathan	Meeting with M. Butler, S. Fielding, E. Tzavelis, B. Collins, J. Allegretti, and C. Chatten (all Deloitte) regarding mechanics of regulations governing tax attribute reduction for cancellation of indebtedness income.	\$975.00	2.3	\$2,242.50
Forrest, Jonathan	Meeting with C. Chatten, M. Butler, S. Fielding, B. Collins, and J. Allegretti (all Deloitte) regarding structure of emergence transaction and preservation of tax attributes.	\$975.00	0.4	\$390.00
Forrest, Jonathan	Call with J. Allegretti, M. Butler, J. Forrest, S. Fielding, E. Tzavelis, C. Chatten (all Deloitte), and S. Goldring (Weil) regarding strategies to preserve tax attributes in emergence transaction.	\$975.00	0.7	\$682.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, and B. Baily (all Deloitte) regarding transactions mechanics and steps overview document provided by Cleary.	\$975.00	0.8	\$780.00
Forrest, Jonathan	Call with S. Fielding, C. Chatten, M. Butler, and J. Allegretti regarding debt chart provided by Cleary.	\$975.00	0.3	\$292.50
Hoffman, David	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and B. Baily (all Deloitte) regarding transactions mechanics and steps overview document provided by Cleary.	\$850.00	0.6	\$510.00
Hoffman, David	Review IRC Section 382 ownership change analysis.	\$850.00	1.0	\$850.00
Omar, Fatin	Review revisions to transfer tax estimates.	\$725.00	0.5	\$362.50
Sullivan, Brian	Review revised property listing for realty transfer tax analysis.	\$850.00	0.4	\$340.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/23/2019				
Sullivan, Brian	Call to discuss transfer tax estimate with V. Los and L. Izlar (Pwc), B. Azcuy and E. Remijan (Weil), and E. Tzavelis (Deloitte)	\$850.00	0.8	\$680.00
Tzavelis, Elias	Meeting with M. Butler, J. Allegretti, S. Fielding, and C. Chatten (all Deloitte) regarding IRC Section 382(l)(5) qualified creditor analysis.	\$850.00	2.4	\$2,040.00
Tzavelis, Elias	Meeting with M. Butler, J. Forrest, S. Fielding, B. Collins, J. Allegretti, and C. Chatten (all Deloitte) regarding mechanics of regulations governing tax attribute reduction for cancellation of indebtedness income.	\$850.00	2.3	\$1,955.00
Tzavelis, Elias	Meeting with J. Allegretti, M. Butler, and S. Fielding (all Deloitte) regarding IRC Section 382 ownership change calculations.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Meeting with M. Butler, S. Fielding, J. Allegretti, and C. Chatten (all Deloitte) regarding IRC Section 382(l)(5) qualified creditor analysis.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, J. Forrest, S. Fielding, C. Chatten (all Deloitte), and S. Goldring (Weil) regarding strategies to preserve tax attributes in emergence transaction.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and B. Baily (all Deloitte) regarding transactions mechanics and steps overview document provided by Cleary.	\$850.00	0.8	\$680.00
01/24/2019				
Allegretti, Joe	Meeting with E. Tzavelis, S. Fielding, C. Chatten, D. Hoffman, M. Butler, B. Collins, J. Forrest (all Deloitte), and S. Goldring (Weil) to prepare for upcoming meeting with PwC and Cleary.	\$325.00	0.6	\$195.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/24/2019				
Allegretti, Joe	Meeting with E. Tzavelis, S. Fielding, C. Chatten, D. Hoffman, M. Butler, B. Collins, J. Forrest (all Deloitte), Weil tax team, Cleary tax team, and PwC tax team regarding tax attribute reduction model and structure of emergence transaction.	\$325.00	5.4	\$1,755.00
Allegretti, Joe	Prepare cancellation of debt summary deliverable.	\$325.00	2.1	\$682.50
Baily, Brianna	Review correspondence related to potential structuring, and tracing through consequences.	\$595.00	1.5	\$892.50
Baily, Brianna	Review article on application of Treasury Regulation Section 1.1502-11.	\$595.00	0.8	\$476.00
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, C. Chatten, D. Hoffman, , J. Allegretti, B. Collins, J. Forrest (all Deloitte), Weil tax team, Cleary tax team, and PwC tax team regarding tax attribute reduction model and structure of emergence transaction.	\$595.00	5.4	\$3,213.00
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, C. Chatten, D. Hoffman, J. Allegretti, B. Collins, J. Forrest (all Deloitte), and S. Goldring (Weil) to prepare for upcoming meeting with PwC and Cleary.	\$595.00	0.6	\$357.00
Butler, Mike	Review tax attribute reduction model for revised scenarios.	\$595.00	2.2	\$1,309.00
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, D. Hoffman, M. Butler, J. Allegretti, B. Collins, J. Forrest (all Deloitte), and S. Goldring (Weil) to prepare for upcoming meeting with PwC and Cleary.	\$325.00	0.6	\$195.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/24/2019				
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, D. Hoffman, M. Butler, J. Allegretti, B. Collins, J. Forrest (all Deloitte), Weil tax team, Cleary tax team, and PwC tax team regarding tax attribute reduction model and structure of emergence transaction.	\$325.00	5.4	\$1,755.00
Collins, Bryan	Prepare Treasury Regulation Section 1.1502-13(g) analysis with respect to liquidation of Sears Roebuck Acceptance Corporation.	\$975.00	2.0	\$1,950.00
Collins, Bryan	Meeting with E. Tzavelis, S. Fielding, C. Chatten, D. Hoffman, M. Butler, J. Allegretti, J. Forrest (all Deloitte), and S. Goldring (Weil) to prepare for upcoming meeting with PwC and Cleary.	\$975.00	0.6	\$585.00
Collins, Bryan	Meeting with E. Tzavelis, S. Fielding, C. Chatten, D. Hoffman, M. Butler, J. Allegretti, J. Forrest (all Deloitte), Weil tax team, Cleary tax team, and PwC tax team regarding tax attribute reduction model and structure of emergence transaction.	\$975.00	5.4	\$5,265.00
Corrigan, Kevin	Update tax stock basis calculations for new information provided by Company.	\$595.00	2.9	\$1,725.50
Corrigan, Kevin	Continue to update tax stock basis calculations.	\$595.00	2.5	\$1,487.50
Fielding, Stephen	Meeting with E. Tzavelis, C. Chatten, D. Hoffman, M. Butler, J. Allegretti, B. Collins, J. Forrest (all Deloitte), and S. Goldring (Weil) to prepare for upcoming meeting with PwC and Cleary.	\$595.00	0.6	\$357.00
Fielding, Stephen	Meeting with E. Tzavelis, C. Chatten, D. Hoffman, M. Butler, J. Allegretti, B. Collins, J. Forrest (all Deloitte), Weil tax team, Cleary tax team, and PwC tax team regarding tax attribute reduction model and structure of emergence transaction.	\$595.00	5.4	\$3,213.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/24/2019				
Forrest, Jonathan	Evaluate IRC Section 368(a)(1)(G) reorganizations and issues related to proposed restructuring.	\$975.00	1.8	\$1,755.00
Forrest, Jonathan	Meeting with E. Tzavelis, S. Fielding, C. Chatten, D. Hoffman, M. Butler, J. Allegretti, B. Collins, (all Deloitte), Weil tax team, Cleary tax team, and PwC tax team regarding tax attribute reduction model and structure of emergence transaction.	\$975.00	5.4	\$5,265.00
Forrest, Jonathan	Meeting with E. Tzavelis, S. Fielding, C. Chatten, D. Hoffman, M. Butler, J. Allegretti, B. Collins, J. Forrest (all Deloitte), and S. Goldring (Weil) to prepare for upcoming meeting with PwC and Cleary.	\$975.00	0.6	\$585.00
Hoffman, David	Review summary debt and restructuring chart.	\$850.00	1.7	\$1,445.00
Hoffman, David	Meeting with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest (all Deloitte), Weil tax team, Cleary tax team, and PwC tax team regarding tax attribute reduction model and structure of emergence transaction.	\$850.00	5.4	\$4,590.00
Hoffman, David	Meeting with E. Tzavelis, S. Fielding, C. Chatten, D. Hoffman, M. Butler, J. Allegretti, B. Collins, J. Forrest (all Deloitte), and S. Goldring (Weil) to prepare for upcoming meeting with PwC and Cleary.	\$850.00	0.6	\$510.00
Omar, Fatin	Consider follow-up inquiries relating to transfer tax estimates.	\$725.00	0.5	\$362.50
Sullivan, Brian	Draft email correspondence in response to PwC questions related to transfer tax estimates.	\$850.00	1.1	\$935.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/24/2019				
Tzavelis, Elias	Meeting with S. Fielding, C. Chatten, D. Hoffman, M. Butler, J. Allegretti, B. Collins, J. Forrest (all Deloitte), and S. Goldring (Weil) to prepare for upcoming meeting with PwC and Cleary.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Meeting with S. Fielding, C. Chatten, D. Hoffman, M. Butler, J. Allegretti, B. Collins, J. Forrest (all Deloitte), Weil tax team, Cleary tax team, and PwC tax team regarding tax attribute reduction model and structure of emergence transaction.	\$850.00	5.4	\$4,590.00
01/25/2019				
Allegretti, Joe	Preparing summary of SRAC intercompany debt.	\$325.00	0.8	\$260.00
Allegretti, Joe	Meeting with S. Fielding, M. Butler and E. Tzavelis (all Deloitte) to discuss the taxable liquidation of SRAC.	\$325.00	0.9	\$292.50
Allegretti, Joe	Call with B. Baily, M. Butler, J. Forrest, and M. Schreiber (all Deloitte) related to tax attribute reduction summary deliverable	\$325.00	0.1	\$32.50
Allegretti, Joe	Meeting with M. Butler and E. Tzavelis (both Deloitte) to discuss the tax attribute model summary outputs	\$325.00	1.5	\$487.50
Allegretti, Joe	Meeting with S. Fielding (Deloitte) to discuss intercompany debt obligations at SRAC.	\$325.00	0.4	\$130.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to continue revising the tax attribute reduction summary deliverables.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with M. Butler, S. Fielding, E. Tzavelis (all Deloitte), the Sears tax team and the Weil tax team to discuss the follow-up items requested by Cleary and PwC.	\$325.00	0.8	\$260.00
Baily, Brianna	Research insolvent dissolutions as intercompany transactions.	\$595.00	2.2	\$1,309.00
Baily, Brianna	Review tax attribute reduction model.	\$595.00	0.4	\$238.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/25/2019				
Baily, Brianna	Review transaction summary to identify deferred intercompany transactions.	\$595.00	0.3	\$178.50
Baily, Brianna	Call with J. Allegretti, M. Butler, J. Forrest, and M. Schreiber (all Deloitte) related to tax attribute reduction summary deliverable	\$595.00	0.1	\$59.50
Baily, Brianna	Call with J. Forrest, M. Schreiber, and E. Tzavelis (all Deloitte) to discuss tax attribute reduction summary deliverable.	\$595.00	0.3	\$178.50
Baily, Brianna	Discussion with J. Forrest and M. Schreiber (both Deloitte) related to tax attribute reduction summary deliverable	\$595.00	0.3	\$178.50
Butler, Mike	Meeting with J. Allegretti, S. Fielding, and E. Tzavelis (all Deloitte) to discuss the taxable liquidation of SRAC	\$595.00	0.9	\$535.50
Butler, Mike	Meeting with J. Allegretti (Deloitte) to continue revising the tax attribute reduction model summary deliverables.	\$595.00	0.4	\$238.00
Butler, Mike	Meeting with J. Allegretti and E. Tzavelis (both Deloitte) to discuss tax implications of potential transactions related to Sears Roebuck Acceptance Corp.	\$595.00	1.5	\$892.50
Butler, Mike	Call with J. Allegretti, B. Baily, J. Forrest, and M. Schreiber (all Deloitte) related to tax attribute reduction summary deliverable	\$595.00	0.1	\$59.50
Butler, Mike	Call with J. Allegretti, S. Fielding, E. Tzavelis (all Deloitte), the Sears tax team and the Weil tax team to discuss the follow-up items requested by Cleary and PwC.	\$595.00	0.8	\$476.00
Chatten, Colin	Revise organizational structure chart in tax attribute reduction model to depict correct legal ownership.	\$325.00	0.5	\$162.50
Collins, Bryan	Consider authorities on the treatment of a taxable liquidation of Sears Roebuck Acceptance Corp.	\$975.00	2.3	\$2,242.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/25/2019				
Corrigan, Kevin	Update tax stock basis calculations for new information provided by Company.	\$595.00	0.6	\$357.00
Corrigan, Kevin	Continue to pdate tax stock basis calculations for new information provided by company.	\$595.00	2.2	\$1,309.00
Espinola, Jonathan	Update state tax attribute reduction model.	\$595.00	1.4	\$833.00
Espinola, Jonathan	Call with M. Paxton (Deloitte) regarding state tax attribute reduction model status and outstanding questions.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Meeting with B. Sullivan and M. Paxton (both Deloitte) regarding state tax attribute reduction model.	\$595.00	0.4	\$238.00
Fielding, Stephen	Meeting with J. Allegretti (Deloitte) to discuss iintercompany debt obligations of SRAC.	\$595.00	0.4	\$238.00
Fielding, Stephen	Meeting with J. Allegretti, M. Butler, and E. Tzavelis (all Deloitte) to discuss the taxable liquidation of SRAC.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis (all Deloitte), the Sears tax team and the Weil tax team to discuss the follow-up items requested by Cleary and PwC.	\$595.00	0.8	\$476.00
Forrest, Jonathan	Review proposed tax attribute reduction model deliverables.	\$975.00	0.8	\$780.00
Forrest, Jonathan	Review application of the intercompany debt regulations to the proposed liquidation of Sears Roebuck Acceptance Corporation.	\$975.00	1.6	\$1,560.00
Forrest, Jonathan	Internal call with B Baily and M Schreiber (both Deloitte) regarding the application of Treasury Regulation Section 1.1502-13(g) to a conversion of Sears Roebuck Acceptance Corporation.	\$975.00	1.0	\$975.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/25/2019				
Forrest, Jonathan	Internal discussion with M. Schreiber (Deloitte) regarding the application of Treasury Regulation Section 1.1502-13 (g) to a conversion of Sears Roebuck Acceptance Corporation.	\$975.00	0.2	\$195.00
Forrest, Jonathan	Call with J. Allegretti, B. Baily, M. Butler, and M. Schreiber (all Deloitte) related to tax attribute reduction summary deliverable	\$975.00	0.1	\$97.50
Forrest, Jonathan	Discussion with B. Baily and M. Schreiber (both Deloitte) related to tax attribute reduction summary deliverable	\$975.00	0.3	\$292.50
Forrest, Jonathan	Call with B. Baily, M. Schreiber, and E. Tzavelis (all Deloitte) to discuss tax attribute reduction summary deliverable	\$975.00	0.3	\$292.50
Hospodarsky, Sara	Prepare Schedule M-2 analysis for Sears, Roebuck & Co. tax stock basis study for years 2008 through 2017.	\$325.00	2.5	\$812.50
Paxton, Michael	Meeting with B. Sullivan, M. Paxton and J. Espinola (all Deloitte) regarding state tax attribute reduction model.	\$725.00	0.4	\$290.00
Paxton, Michael	Call with J. Espinola (Deloitte) regarding state tax attribute reduction model status and outstanding questions.	\$725.00	0.2	\$145.00
Schreiber, Mendy	Internal discussion with J. Forrest (Deloitte) regarding the application of Treasury Regulation Section 1.1502-13 (g) to a conversion of Sears Roebuck Acceptance Corporation.	\$450.00	0.2	\$90.00
Schreiber, Mendy	Call with B. Baily, J. Forrest, and E. Tzavelis (all Deloitte) to discuss tax attribute reduction summary deliverable	\$450.00	0.3	\$135.00
Schreiber, Mendy	Research the application of Treasury Regulation Section 1.1502-13(g) to a conversion of Sears Roebuck Acceptance Corporation.	\$450.00	2.0	\$900.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/25/2019				
Schreiber, Mendy	Discussion with B. Baily and J. Forrest (both Deloitte) related to tax attribute reduction summary deliverable	\$450.00	0.3	\$135.00
Schreiber, Mendy	Internal call with J. Forrest and B. Baily (both Deloitte) regarding the application of Treasury Regulation Section 1.1502-13(g) to a conversion of Sears Roebuck Acceptance Corporation.	\$450.00	1.0	\$450.00
Schreiber, Mendy	Call with J. Allegretti, B. Baily, M. Butler, and J. Forrest (all Deloitte) related to tax attribute reduction summary deliverable	\$450.00	1.0	\$450.00
Sullivan, Brian	Meeting with M. Paxton and J. Espinola (both Deloitte) regarding state tax attribute reduction model.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Meeting with J. Allegretti, S. Fielding, and M. Butler (all Deloitte) to discuss the taxable liquidation of SRAC.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with B. Baily, J. Forrest, and M. Schreiber (all Deloitte) to discuss tax attribute reduction summary deliverable	\$850.00	0.3	\$255.00
Tzavelis, Elias	Meeting with J. Allegretti and M. Butler (both Deloitte) to discuss tax implications of potential transactions related to Sears Roebuck Acceptance Corp.	\$850.00	1.5	\$1,275.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, and S. Fielding (all Deloitte), the Sears tax team and the Weil tax team to discuss the follow-up items requested by Cleary and PwC.	\$850.00	0.8	\$680.00
01/26/2019				
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss updates to the tax attribute model related to the taxable liquidations of certain entities.	\$325.00	0.4	\$130.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
01/26/2019				
Allegretti, Joe	Update tax attribute model for the taxable liquidation of certain entities and running the gain or loss on the settlement of their respective intercompany balances through the model.	\$325.00	3.4	\$1,105.00
Fielding, Stephen	Update tax attribute reduction model and model outputs for new scenario with taxable liquidation of SRAC.	\$595.00	1.6	\$952.00
01/27/2019				
Corrigan, Kevin	Review tax stock basis report without the capitalization of intercompany balances.	\$595.00	1.6	\$952.00
Corrigan, Kevin	Analyze the impact of intercompany account balances on stock basis.	\$595.00	1.4	\$833.00
Corrigan, Kevin	Continue to update tax stock basis calculations.	\$595.00	2.4	\$1,428.00
Corrigan, Kevin	Update tax stock basis calculations for capitalization of intercompany balances	\$595.00	2.5	\$1,487.50
Espinola, Jonathan	Review federal tax attribute reduction model for stock basis information to be used in state tax attribute reduction model.	\$595.00	0.4	\$238.00
01/28/2019				
Allegretti, Joe	Update the tax attribute model to build out two separate scenarios for liquidating each Kmart Corporation and Sears Roebuck Acceptance Corporation.	\$325.00	1.0	\$325.00
Allegretti, Joe	Meeting with S. Fielding, M. Butler, and C. Chatten (all Deloitte) regarding location of MTN receivable/payable balances among various Debtor entities.	\$325.00	0.3	\$97.50
Allegretti, Joe	Meeting with S. Fielding, E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) regarding updating the tax attribute reduction model for the liquidation of SRAC.	\$325.00	0.6	\$195.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/28/2019				
Allegretti, Joe	Meeting with E. Tzavelis, S. Fielding, C. Chatten, M. Butler (all Deloitte) regarding application of consolidated regulations to certain intercompany transactions.	\$325.00	3.7	\$1,202.50
Allegretti, Joe	Meeting with M. Butler, S. Fielding and E. Tzavelis (all Deloitte) to discuss unsecured liability information provided by the Company.	\$325.00	0.6	\$195.00
Allegretti, Joe	Meeting with M. Butler and S. Fielding (both Deloitte) to discuss updates to the tax attribute reduction model related to Treasury Regulation Section 1502-11 and 1502-36.	\$325.00	0.9	\$292.50
Allegretti, Joe	Meeting with M. Butler and E. Tzavelis (both Deloitte) to discuss the solvency analysis of certain debtor entities for tax purposes.	\$325.00	1.0	\$325.00
Allegretti, Joe	Meeting with E. Tzavelis, S. Fielding, C. Chatten, M. Butler (all Deloitte) regarding allocation of net operating losses in tax attribute reduction model.	\$325.00	0.7	\$227.50
Allegretti, Joe	Meeting with C. Chatten and M. Butler (both Deloitte) regarding updating the tax attribute reduction model for the liquidation of SRAC.	\$325.00	0.5	\$162.50
Allegretti, Joe	Meeting with C. Chatten, S. Fielding, E. Tzavelis, M. Butler (all Deloitte) regarding tax implications of liquidating certain Debtor entities.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with S. Fielding, E. Tzavelis, M. Butler, C. Chatten, and B. Sullivan (all Deloitte) regarding status and availability of state tax model.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with S. Fielding, E. Tzavelis, M. Butler, C. Chatten, B. Collins, and M. Schreiber (all Deloitte) regarding tax implications of ESL's proposed acquisition of certain foreign subsidiaries.	\$325.00	0.7	\$227.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/28/2019				
Allegretti, Joe	Call with S. Fielding, E. Tzavelis, M. Butler, C. Chatten, B. Collins, J. Forrest, M. Schreiber (all Deloitte), Weil tax team, PwC tax team, and Cleary tax team regarding follow-up inquiries from Cleary.	\$325.00	0.9	\$292.50
Allegretti, Joe	Call with S. Fielding, E. Tzavelis, M. Butler, C. Chatten, B. Collins, M. Schreiber, and J. Forrest (all Deloitte) regarding application of Treas. Reg. Section 1.1502-13(g) to intercompany transactions between certain Debtor entities.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Forrest, B. Collins, B. Baily, and M. Schreiber (all Deloitte) regarding updates to tax attribute reduction model and liquidation of certain Debtor entities.	\$325.00	0.9	\$292.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler and J. Dempsey (all Deloitte) regarding allocation of net operating losses in tax attribute reduction model.	\$325.00	0.1	\$32.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, B. Collins, J. Forrest, M. Schreiber (all Deloitte), Weil tax team, Cleary tax team, PwC tax team, and Sears tax team regarding questions for Sears tax team from Cleary.	\$325.00	0.8	\$260.00
Baily, Brianna	Review correspondence related to research into tax consequences of insolvent liquidation.	\$595.00	0.1	\$59.50
Baily, Brianna	Review comments on attribute reduction model.	\$595.00	0.4	\$238.00
Baily, Brianna	Review new attribute reduction model and list of questions related to model.	\$595.00	0.9	\$535.50
Baily, Brianna	Review REMIC/Sparrow loan description in transaction summary document	\$595.00	0.2	\$119.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/28/2019				
Baily, Brianna	Review tax attribute model and comparing to various liquidation scenarios.	\$595.00	0.8	\$476.00
Baily, Brianna	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Collins, and M. Schreiber (all Deloitte) regarding updates to tax attribute reduction model and liquidation of certain Debtor entities	\$595.00	0.9	\$535.50
Butler, Mike	Call with S. Fielding, E. Tzavelis, J. Allegretti, C. Chatten, and B. Sullivan (all Deloitte) regarding status and availability of state tax model.	\$595.00	0.4	\$238.00
Butler, Mike	Call with S. Fielding, E. Tzavelis, J. Allegretti, C. Chatten, B. Collins, and M. Schreiber (all Deloitte) regarding tax implications of ESL's proposed acquisition of certain foreign subsidiaries.	\$595.00	0.7	\$416.50
Butler, Mike	Call with S. Fielding, E. Tzavelis, J. Allegretti, C. Chatten, B. Collins, J. Forrest, M. Schreiber (all Deloitte), Weil tax team, PwC tax team, and Cleary tax team regarding follow-up inquiries from Cleary.	\$595.00	0.9	\$535.50
Butler, Mike	Call with S. Fielding, E. Tzavelis, J. Allegretti, C. Chatten, B. Collins, M. Schreiber, and J. Forrest (all Deloitte) regarding application of Treasury Regulation Section 1.1502-13(g) to intercompany transactions between certain Debtor entities.	\$595.00	0.6	\$357.00
Butler, Mike	Meeting with C. Chatten and J. Allegretti (both Deloitte) regarding updating the tax attribute reduction model for the liquidation of SRAC.	\$595.00	0.5	\$297.50
Butler, Mike	Meeting with C. Chatten, S. Fielding, E. Tzavelis, and J. Allegretti (all Deloitte) regarding tax implications of liquidating certain Debtor entities.	\$595.00	0.5	\$297.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/28/2019				
Butler, Mike	Meeting with J. Allegretti, and S. Fielding (all Deloitte) to discuss updates to the tax attribute reduction model related to Treasury Regulation Sections 1.1502-11 and 1.1502-36.	\$595.00	0.9	\$535.50
Butler, Mike	Meeting with J. Allegretti, and E. Tzavelis (all Deloitte) to discuss the solvency of certain debtor entities for tax purposes.	\$595.00	1.0	\$595.00
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) regarding application of consolidated tax return regulations to certain intercompany transactions.	\$595.00	3.7	\$2,201.50
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) regarding allocation of net operating losses in tax attribute reduction model.	\$595.00	0.7	\$416.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, and J. Dempsey (all Deloitte) regarding allocation of net operating losses in tax attribute reduction model.	\$595.00	0.1	\$59.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest, M. Schreiber (all Deloitte), Weil tax team, Cleary tax team, PwC tax team, and Sears tax team regarding questions for Sears tax team from Cleary.	\$595.00	0.8	\$476.00
Butler, Mike	Meeting with J. Allegretti, S. Fielding, and E. Tzavelis (all Deloitte) to discuss unsecured liability information provided by the Company.	\$595.00	0.6	\$357.00
Butler, Mike	Meeting with S. Fielding, E. Tzavelis, J. Allegretti, and C. Chatten (all Deloitte) regarding updating the tax attribute reduction model for liquidation of SRAC.	\$595.00	0.6	\$357.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/28/2019				
Butler, Mike	Meeting with S. Fielding, J. Allegretti, and C. Chatten (all Deloitte) regarding location of MTN receivable/payable balances among various Debtor entities.	\$595.00	0.3	\$178.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, J. Forrest, B. Collins, B. Baily, and M. Schreiber (all Deloitte) regarding updates to tax attribute reduction model and liquidation of certain Debtor entities.	\$595.00	0.9	\$535.50
Chatten, Colin	Meeting with S. Fielding, E. Tzavelis, M. Butler, and J. Allegretti (all Deloitte) regarding tax implications of liquidating certain Debtor entities.	\$325.00	0.5	\$162.50
Chatten, Colin	Meeting with S. Fielding, J. Allegretti, and M. Butler (all Deloitte) regarding location of MTN receivable/payable balances among various Debtor entities.	\$325.00	0.3	\$97.50
Chatten, Colin	Meeting with S. Fielding, E. Tzavelis, J. Allegretti, and M. Butler (all Deloitte) regarding updating the tax attribute reduction model for the liquidation of SRAC.	\$325.00	0.6	\$195.00
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, M. Butler, and J. Allegretti (all Deloitte) regarding allocation of net operating losses in tax attribute reduction model.	\$325.00	0.7	\$227.50
Chatten, Colin	Meeting with M. Butler and J. Allegretti (both Deloitte) regarding updating the tax attribute reduction model for the liquidation of SRAC.	\$325.00	0.5	\$162.50
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, M. Butler, and J. Allegretti (all Deloitte) regarding application of consolidated tax return regulations to certain intercompany transactions.	\$325.00	3.7	\$1,202.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/28/2019				
Chatten, Colin	Call with S. Fielding, E. Tzavelis, J. Allegretti, M. Butler, and B. Sullivan (all Deloitte) regarding status and availability of state tax attribute reduction model.	\$325.00	0.4	\$130.00
Chatten, Colin	Call with S. Fielding, E. Tzavelis, J. Allegretti, M. Butler, B. Collins, and M. Schreiber (all Deloitte) regarding tax implications of ESL's proposed acquisition of certain foreign subsidiaries.	\$325.00	0.7	\$227.50
Chatten, Colin	Call with S. Fielding, E. Tzavelis, J. Allegretti, M. Butler, B. Collins, J. Forrest, M. Schreiber (all Deloitte), Weil tax team, PwC tax team, and Cleary tax team regarding follow-up inquiries from Cleary.	\$325.00	0.9	\$292.50
Chatten, Colin	Call with S. Fielding, E. Tzavelis, J. Allegretti, M. Butler, B. Collins, M. Schreiber, and J. Forrest (all Deloitte) regarding application of Treasury Regulation Section 1.1502-13(g) to intercompany transactions between certain Debtor entities.	\$325.00	0.6	\$195.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, J. Forrest, B. Collins, B. Baily, and M. Schreiber (all Deloitte) regarding updates to tax attribute reduction model and liquidation of certain Debtor entities.	\$325.00	0.9	\$292.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and J. Dempsey (all Deloitte) regarding allocation of net operating losses in tax attribute reduction model.	\$325.00	0.1	\$32.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber (all Deloitte), Weil tax team, Cleary tax team, PwC tax team, and Sears tax team regarding questions for Sears tax team from Cleary.	\$325.00	0.8	\$260.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/28/2019				
Collins, Bryan	Internal discussion with J. Forrest and M. Schreiber (both Deloitte) regarding the tax implications of liquidating SRAC.	\$975.00	1.4	\$1,365.00
Collins, Bryan	Call with S. Fielding, E. Tzavelis, J. Allegretti, M. Butler, C. Chatten, and M. Schreiber (all Deloitte) regarding tax implications of ESL's proposed acquisition of certain foreign subsidiaries.	\$975.00	0.7	\$682.50
Collins, Bryan	Call with S. Fielding, E. Tzavelis, J. Allegretti, M. Butler, C. Chatten, J. Forrest, M. Schreiber (all Deloitte), Weil tax team, PwC tax team, and Cleary tax team regarding follow-up inquiries from Cleary.	\$975.00	0.9	\$877.50
Collins, Bryan	Call with S. Fielding, E. Tzavelis, J. Allegretti, M. Butler, C. Chatten, M. Schreiber, and J. Forrest (all Deloitte) regarding application of Treasury Regulation Section 1.1502-13(g) to intercompany transactions between certain Debtor entities.	\$975.00	0.6	\$585.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, M. Schreiber (all Deloitte), Weil tax team, Cleary tax team, PwC tax team, and Sears tax team regarding questions for Sears tax team from Cleary.	\$975.00	0.8	\$780.00
Collins, Bryan	Research regarding application of Treasury Regulation Section 1.1502-13(g) on taxable liquidation of Sears Roebuck Acceptance Corp.	\$975.00	2.2	\$2,145.00
Dempsey, Jacob	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding allocation of net operating losses in tax attribute reduction model.	\$595.00	0.1	\$59.50
Espinola, Jonathan	Research NJ combined return regime and prior year net operating loss usage for state tax attribute reduction model.	\$595.00	1.0	\$595.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/28/2019				
Fielding, Stephen	Meeting with J. Allegretti, M. Butler, and E. Tzavelis (all Deloitte) to discuss unsecured liability information provided by the Company.	\$595.00	0.6	\$357.00
Fielding, Stephen	Meeting with J. Allegretti, M. Butler, and C. Chatten (all Deloitte) regarding location of MTN receivable/payable balances among various Debtor entities.	\$595.00	0.3	\$178.50
Fielding, Stephen	Meeting with E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding allocation of net operating losses in tax attribute reduction model.	\$595.00	0.7	\$416.50
Fielding, Stephen	Meeting with J. Allegretti and M. Butler (both Deloitte) to discuss updates to the tax attribute reduction model related to Treasury Regulation Sections 1.1502-11 and 1.1502-36.	\$595.00	0.9	\$535.50
Fielding, Stephen	Meeting with E. Tzavelis, J. Allegretti, M. Butler, and C. Chatten (all Deloitte) regarding updating the tax attribute reduction model for the liquidation of SRAC.	\$595.00	0.6	\$357.00
Fielding, Stephen	Meeting with E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding application of consolidated tax return regulations to certain intercompany transactions.	\$595.00	3.7	\$2,201.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber (all Deloitte), Weil tax team, Cleary tax team, PwC tax team, and Sears tax team regarding questions for Sears tax team from Cleary.	\$595.00	0.8	\$476.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Collins, B. Baily, and M. Schreiber (all Deloitte) regarding updates to tax attribute reduction model and liquidation of certain Debtor entities.	\$595.00	0.9	\$535.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/28/2019				
Fielding, Stephen	Call with E. Tzavelis, J. Allegretti, M. Butler, C. Chatten, and B. Sullivan (all Deloitte) regarding status and availability of state tax model.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, J. Allegretti, M. Butler, C. Chatten, B. Collins, and M. Schreiber (all Deloitte) regarding tax implications of ESL's proposed acquisition of certain foreign subsidiaries.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, and J. Dempsey (all Deloitte) regarding allocation of net operating losses in tax attribute reduction model.	\$595.00	0.1	\$59.50
Fielding, Stephen	Call with E. Tzavelis, J. Allegretti, M. Butler, C. Chatten, B. Collins, J. Forrest, M. Schreiber (all Deloitte), Weil tax team, PwC tax team, and Cleary tax team regarding follow-up inquiries from Cleary.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with E. Tzavelis, J. Allegretti, M. Butler, C. Chatten, B. Collins, M. Schreiber, and J. Forrest (all Deloitte) regarding application of Treasury Regulation Section 1.1502-13(g) to intercompany transactions between certain Debtor entities.	\$595.00	0.6	\$357.00
Fielding, Stephen	Meeting with C. Chatten, E. Tzavelis, M. Butler, and J. Allegretti (all Deloitte) regarding tax implications of liquidating certain Debtor entities.	\$595.00	0.5	\$297.50
Forrest, Jonathan	Call with S. Fielding, E. Tzavelis, J. Allegretti, M. Butler, C. Chatten, B. Collins, M. Schreiber (all Deloitte), Weil tax team, PwC tax team, and Cleary tax team regarding follow-up inquiries from Cleary	\$975.00	0.9	\$877.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/28/2019				
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, M. Schreiber (all Deloitte), Weil tax team, Cleary tax team, PwC tax team, and Sears tax team regarding questions for Sears tax team from Cleary.	\$975.00	0.8	\$780.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, and M. Schreiber (all Deloitte) regarding updates to tax attribute reduction model and liquidation of certain Debtor entities.	\$975.00	0.9	\$877.50
Forrest, Jonathan	Internal discussion with B. Collins and M. Schreiber (all Deloitte) regarding the tax implications of liquidating Sears Roebuck Acceptance Corporation.	\$975.00	1.4	\$1,365.00
Forrest, Jonathan	Review tax attribute reduction model calculations and related implications.	\$975.00	2.1	\$2,047.50
Hospodarsky, Sara	Prepare Schedule M-2 analysis for tax stock basis study.	\$325.00	2.9	\$942.50
Hospodarsky, Sara	Finish inputting M-2 analysis information for Sears stock basis study.	\$325.00	2.4	\$780.00
Schreiber, Mendy	Call with S. Fielding, E. Tzavelis, J. Allegretti, M. Butler, C. Chatten, B. Collins, J. Forrest, (all Deloitte), Weil tax team, PwC tax team, and Cleary tax team regarding follow-up inquiries from Cleary.	\$450.00	0.9	\$405.00
Schreiber, Mendy	Review private letter rulings related to Treasury Regulation Section 1.1502-13 (g)	\$450.00	0.5	\$225.00
Schreiber, Mendy	Internal discussion with B. Collins and J. Forrest (both Deloitte) regarding the tax implications of liquidating Sears Roebuck Acceptance Corporation.	\$450.00	1.4	\$630.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/28/2019				
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest (all Deloitte), Weil tax team, Cleary tax team, PwC tax team, and Sears tax team regarding questions for Sears tax team from Cleary.	\$450.00	0.8	\$360.00
Schreiber, Mendy	Call with S. Fielding, E. Tzavelis, J. Allegretti, M. Butler, C. Chatten, and B. Collins (all Deloitte) regarding tax implications of ESL's proposed acquisition of certain foreign subsidiaries.	\$450.00	0.7	\$315.00
Schreiber, Mendy	Call with S. Fielding, E. Tzavelis, J. Allegretti, M. Butler, C. Chatten, B. Collins, and J. Forrest (all Deloitte) regarding application of Treasury Regulation Section 1.1502-13(g) to intercompany transactions between certain Debtor entities.	\$450.00	0.6	\$270.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Collins, and B. Baily (all Deloitte) regarding updates to tax attribute reduction model and liquidation of certain Debtor entities.	\$450.00	0.9	\$405.00
Sullivan, Brian	Call with S. Fielding, E. Tzavelis, J. Allegretti, M. Butler, and C. Chatten (all Deloitte) regarding status and availability of state tax attribute reduction model.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, J. Allegretti, M. Butler, C. Chatten, B. Collins, M. Schreiber, and J. Forrest (all Deloitte) regarding application of Treasury Regulation Section 1.1502-13(g) to intercompany transactions between certain Debtor entities.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Meeting with J. Allegretti and M. Butler (both Deloitte) to discuss the solvency analysis of certain debtor entities for tax purposes.	\$850.00	1.0	\$850.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/28/2019				
Tzavelis, Elias	Meeting with C. Chatten, S. Fielding, M. Butler, and J. Allegretti (all Deloitte) regarding tax implications of liquidating certain Debtor entities.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Meeting with J. Allegretti, M. Butler, and S. Fielding (all Deloitte) to discuss unsecured liability information provided by the Company.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Meeting with S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding allocation of net operating losses in tax attribute reduction model.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Meeting with S. Fielding, J. Allegretti, M. Butler, and C. Chatten (all Deloitte) regarding updating the tax attribute reduction model for the liquidation of SRAC.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Meeting with S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding application of consolidated tax return regulations to certain intercompany transactions.	\$850.00	3.7	\$3,145.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, and J. Dempsey (all Deloitte) regarding allocation of net operating losses in tax attribute reduction model.	\$850.00	0.1	\$85.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber (all Deloitte), Weil tax team, Cleary tax team, PwC tax team, and Sears tax team regarding questions for Sears tax team from Cleary.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Collins, B. Baily, and M. Schreiber (all Deloitte) regarding updates to tax attribute reduction model and liquidation of certain Debtor entities.	\$850.00	0.9	\$765.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
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*Tax Restructuring Services*

01/28/2019

Tzavelis, Elias	Call with S. Fielding, J. Allegretti, M. Butler, C. Chatten, and B. Sullivan (all Deloitte) regarding status and availability of state tax model.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, J. Allegretti, M. Butler, C. Chatten, B. Collins, and M. Schreiber (all Deloitte) regarding tax implications of ESL's proposed acquisition of certain foreign subsidiaries.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Fielding, J. Allegretti, M. Butler, C. Chatten, B. Collins, J. Forrest, M. Schreiber (all Deloitte), Weil tax team, PwC tax team, and Cleary tax team regarding follow-up inquiries from Cleary.	\$850.00	0.9	\$765.00

01/29/2019

Ahmadi, Cyavash	Research combined reporting and conformity for New Jersey.	\$450.00	0.8	\$360.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler (all Deloitte), and PwC tax team regarding solvency and potential liquidation certain Debtor entities.	\$325.00	0.2	\$65.00
Allegretti, Joe	Call with J. Forrest, B. Collins, E. Tzavelis, S. Fielding, C. Chatten, and M. Butler (all Deloitte) regarding application of consolidated return regulations to emergence transaction.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with E. Tzavelis, B. Collins, S. Fielding, M. Butler, B. Baily, M. Schreiber and J. Forrest (all Deloitte) to discuss the deliverable summarizing unsecured liabilities for cancellation of debt income purposes.	\$325.00	0.9	\$292.50
Allegretti, Joe	Call with B. Sullivan, E. Tzavelis, S. Fielding, C. Chatten, M. Butler (all Deloitte) regarding state tax implications of emergence transaction.	\$325.00	1.0	\$325.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/29/2019				
Allegretti, Joe	Meeting with B. Collins, E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and (all Deloitte) regarding application of consolidated return regulations to tax attribute reduction model.	\$325.00	2.6	\$845.00
Allegretti, Joe	Meeting with E. Tzavelis, S. Fielding, C. Chatten, M. Butler (all Deloitte) regarding analysis of solvency of various Debtor entities.	\$325.00	1.0	\$325.00
Allegretti, Joe	Meeting with S. Fielding, C. Chatten, and M. Butler (all Deloitte) to update tax attribute reduction model for new assumptions related to the value of ESL's credit bid	\$325.00	0.4	\$130.00
Allegretti, Joe	Meeting with S. Fielding, C. Chatten, and M. Butler (all Deloitte) to update tax attribute reduction model for new assumptions related to the value of ESL's credit bid	\$325.00	0.8	\$260.00
Allegretti, Joe	Meeting with M. Butler, S. Fielding and E. Tzavelis (all Deloitte) to discuss tax implications of Kmart conversion.	\$325.00	0.9	\$292.50
Allegretti, Joe	Meeting with E. Tzavelis, S. Fielding, C. Chatten, M. Butler (all Deloitte) regarding location and amount of intercompany receivable and payable balances among certain Debtor entities.	\$325.00	0.5	\$162.50
Allegretti, Joe	Meeting with E. Tzavelis, S. Fielding, C. Chatten, M. Butler (all Deloitte) regarding solvency of Sears Reinsurance entity.	\$325.00	1.0	\$325.00
Allegretti, Joe	Meeting with E. Tzavelis, S. Fielding, C. Chatten, M. Butler (all Deloitte) to update tax attribute reduction model for new assumptions related to the value of ESL's credit bid	\$325.00	1.0	\$325.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss liquidation scenarios and prepare solvency analysis deliverables.	\$325.00	1.6	\$520.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/29/2019				
Allegretti, Joe	Meeting with S. Fielding and E. Tzavelis (both Deloitte) to discuss the updates to the model for taxable liquidations.	\$325.00	0.5	\$162.50
Baily, Brianna	Review changes to attribute reduction model.	\$595.00	0.9	\$535.50
Butler, Mike	Call with B. Sullivan, E. Tzavelis, S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) regarding state tax implications of emergence transaction.	\$595.00	1.0	\$595.00
Butler, Mike	Meeting with S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) to update tax attribute reduction model for new assumptions related to the value of ESL's credit bid	\$595.00	0.8	\$476.00
Butler, Mike	Meeting with S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) to update tax attribute reduction model for new assumptions related to the value of ESL's credit bid	\$595.00	0.4	\$238.00
Butler, Mike	Meeting with J. Allegretti, M. Butler, S. Fielding and E. Tzavelis (all Deloitte) to discuss tax implications of Kmart conversion.	\$595.00	0.9	\$535.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti (all Deloitte), and PwC tax team regarding solvency and potential liquidation certain Debtor entities.	\$595.00	0.2	\$119.00
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) regarding analysis of solvency of various Debtor entities.	\$595.00	1.0	\$595.00
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) regarding location and amount of intercompany receivable and payable balances among certain Debtor entities.	\$595.00	0.5	\$297.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/29/2019				
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) regarding solvency of Sears Reinsurance entity.	\$595.00	1.0	\$595.00
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) to update tax attribute reduction model for new assumptions related to the value of ESL's credit bid	\$595.00	1.0	\$595.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss liquidation scenarios and prepare solvency analysis deliverables.	\$595.00	1.6	\$952.00
Butler, Mike	Meeting with B. Collins, E. Tzavelis, S. Fielding, C. Chatten, , and J. Allegretti (all Deloitte) regarding application of consolidated tax return regulations to tax attribute reduction model.	\$595.00	2.6	\$1,547.00
Butler, Mike	Call with J. Forrest, B. Collins, E. Tzavelis, S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) regarding application of consolidated return regulations to emergence transaction.	\$595.00	0.4	\$238.00
Byun, Lydia	Call with K. Corrigan (Deloitte) to discuss tax stock basis calculation	\$595.00	0.3	\$178.50
Byun, Lydia	Data entry for tax stock basis calculation	\$595.00	2.7	\$1,606.50
Chatten, Colin	Call with J. Forrest, B. Collins, E. Tzavelis, S. Fielding, M. Butler, and J. Allegretti (all Deloitte) regarding application of consolidated tax return regulations to emergence transaction.	\$325.00	0.4	\$130.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti (all Deloitte), and PwC tax team regarding solvency and potential liquidation certain Debtor entities.	\$325.00	0.2	\$65.00
Chatten, Colin	Call with B. Sullivan, E. Tzavelis, S. Fielding, M. Butler, and J. Allegretti (all Deloitte) regarding state tax implications of emergence transaction.	\$325.00	1.0	\$325.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/29/2019				
Chatten, Colin	Meeting with B. Collins, E. Tzavelis, S. Fielding, M. Butler, and J. Allegretti (all Deloitte) regarding application of consolidated tax return regulations to tax attribute reduction model.	\$325.00	2.6	\$845.00
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, M. Butler, and J. Allegretti (all Deloitte) regarding location and amount of intercompany receivable and payable balances among certain Debtor entities.	\$325.00	0.5	\$162.50
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, M. Butler, and J. Allegretti (all Deloitte) regarding solvency of Sears Reinsurance entity.	\$325.00	1.0	\$325.00
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, M. Butler, and J. Allegretti (all Deloitte) to update tax attribute reduction model for new assumptions related to the value of ESL's credit bid	\$325.00	1.0	\$325.00
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, M. Butler, and J. Allegretti (all Deloitte) regarding analysis of solvency of various Debtor entities.	\$325.00	1.0	\$325.00
Chatten, Colin	Meeting with S. Fielding, M. Butler, and J. Allegretti (all Deloitte) to update tax attribute reduction model for new assumptions related to the value of ESL's credit bid	\$325.00	0.8	\$260.00
Chatten, Colin	Meeting with S. Fielding, M. Butler, and J. Allegretti (all Deloitte) to update tax attribute reduction model for new assumptions related to the value of ESL's credit bid	\$325.00	0.4	\$130.00
Collins, Bryan	Meeting with E. Tzavelis, S. Fielding, C. Chaten, M. Butler, and J. Allegretti (all Deloitte) regarding application of consolidated tax return regulations to tax attribute reduction model.	\$975.00	2.6	\$2,535.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/29/2019				
Collins, Bryan	Call with J. Allegretti, E. Tzavelis, S. Fielding, M. Butler, B. Baily, M. Schreiber and J. Forrest (all Deloitte) to discuss the deliverable summarizing unsecured liabilities for cancellation of debt income purposes.	\$975.00	0.9	\$877.50
Collins, Bryan	Call with J. Forrest, E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding application of consolidated tax return regulations to emergence transaction.	\$975.00	0.4	\$390.00
Corrigan, Kevin	Review tax stock basis calculations.	\$595.00	2.9	\$1,725.50
Corrigan, Kevin	Review supporting workpapers for tax stock basis calculations	\$595.00	3.9	\$2,320.50
Fielding, Stephen	Meeting with B. Collins, E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding application of consolidated tax return regulations to tax attribute reduction model.	\$595.00	2.6	\$1,547.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti (all Deloitte), and PwC tax team regarding solvency and potential liquidation of certain Debtor entities.	\$595.00	0.2	\$119.00
Fielding, Stephen	Call with J. Forrest, B. Collins, E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding application of consolidated tax return regulations to emergence transaction.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with J. Allegretti, E. Tzavelis, B. Collins, M. Butler, B. Baily, M. Schreiber and J. Forrest (all Deloitte) to discuss the deliverable summarizing unsecured liabilities for cancellation of debt income purposes.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with B. Sullivan, E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding state tax implications of emergence transaction.	\$595.00	1.0	\$595.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/29/2019				
Fielding, Stephen	Meeting with E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding location and amount of intercompany receivable and payable balances among certain Debtor entities.	\$595.00	0.5	\$297.50
Fielding, Stephen	Meeting with C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to update tax attribute reduction model for new assumptions related to the value of ESL's credit bid	\$595.00	0.8	\$476.00
Fielding, Stephen	Meeting with C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to update tax attribute reduction model for new assumptions related to the value of ESL's credit bid	\$595.00	0.4	\$238.00
Fielding, Stephen	Meeting with J. Allegretti and E. Tzavelis (both Deloitte) to discuss the updates to the tax attribute reduction model for the taxable liquidations.	\$595.00	0.5	\$297.50
Fielding, Stephen	Meeting with E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding solvency of Sears Reinsurance entity.	\$595.00	1.0	\$595.00
Fielding, Stephen	Meeting with E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to update tax attribute reduction model for new assumptions related to the value of ESL's credit bid	\$595.00	1.0	\$595.00
Fielding, Stephen	Meeting with E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding analysis of solvency of various Debtor entities.	\$595.00	1.0	\$595.00
Fielding, Stephen	Meeting with J. Allegretti, M. Butler, and E. Tzavelis (all Deloitte) to discuss tax implications of Kmart conversion.	\$595.00	0.9	\$535.50
Forrest, Jonathan	Review solvency analysis and impact of potential taxable dissolutions.	\$975.00	1.1	\$1,072.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/29/2019				
Forrest, Jonathan	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, and M. Schreiber (all Deloitte) regarding tax consequences of certain recent transactions of various Debtor entities.	\$975.00	0.9	\$877.50
Hermanson, Tom	Billing discussions with E. Tzavelis and T. Enkhbayar (both Deloitte).	\$850.00	1.0	\$850.00
Hospodarsky, Sara	Review M-2 analysis for Sears stock basis study.	\$325.00	0.3	\$97.50
Huston, Michael	Review comparison of stock to asset basis for approximately forty entities to provide guidance on next steps in the reconciliation to the prior stock basis estimates.	\$850.00	1.7	\$1,445.00
Patel, Ankur	Continue to prepare data entry for tax stock basis calculations	\$450.00	2.8	\$1,260.00
Patel, Ankur	Prepare data entry for tax stock basis calculations.	\$450.00	3.0	\$1,350.00
Schreiber, Mendy	Call with J. Allegretti, E. Tzavelis, B. Collins, S. Fielding, M. Butler, B. Baily, and J. Forrest (all Deloitte) to discuss the deliverable summarizing unsecured liabilities for cancellation of debt income purposes.	\$450.00	0.9	\$405.00
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding state tax implications of emergence transaction.	\$850.00	1.0	\$850.00
Sullivan, Brian	Revise state tax attribute reduction analysis for intercompany debt extinguishment related to potential taxable liquidations in a pre-emergence transaction.	\$850.00	2.2	\$1,870.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti (all Deloitte), and PwC tax team regarding solvency and potential liquidation certain Debtor entities.	\$850.00	0.2	\$170.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/29/2019				
Tzavelis, Elias	Meeting with S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding location and amount of intercompany receivable and payable balances among certain Debtor entities.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Meeting with S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding solvency analysis of ceratin debtor entities.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Meeting with S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to update tax attribute reduction model for new assumptions related to the value of ESL's credit bid	\$850.00	1.0	\$850.00
Tzavelis, Elias	Meeting with S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding analysis of solvency of various Debtor entities.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Meeting with J. Allegretti, M. Butler, and S. Fielding (all Deloitte) to discuss tax implications of Kmart conversion.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Meeting with J. Allegretti and S. Fielding (both Deloitte) to discuss the updates to the model for the taxable liquidations and the deliverables requested by PwC and Cleary.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Meeting with B. Collins, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding application of consolidated tax return regulations to tax attribute reduction model.	\$850.00	2.6	\$2,210.00
Tzavelis, Elias	Call with J. Berry, L. Berrill, L. McDonnell, J. Bergner, G. Yauch, M. Berggren, A. Jackson, J. Little, and T. Hermanson (all Deloitte) to discuss current developments in bankruptcy case and impact on 2018 audit including potential tax implications.	\$850.00	0.5	\$425.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
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*Tax Restructuring Services*

01/29/2019

Tzavelis, Elias	Call with J. Allegretti, B. Collins, S. Fielding, M. Butler, B. Baily, M. Schreiber and J. Forrest (all Deloitte) to discuss the deliverable summarizing unsecured liabilities for cancellation of debt income purposes.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with J. Forrest, B. Collins, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding application of consolidated tax return regulations to emergence transaction.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with B. Sullivan, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding state tax implications of emergence transaction.	\$850.00	1.0	\$850.00

01/30/2019

Allegretti, Joe	Meeting with S. Fielding, C. Chatten, and M. Butler (all Deloitte) to assess tax risks associated with potential excess loss accounts	\$325.00	2.1	\$682.50
Allegretti, Joe	Meeting with S. Fielding, C. Chatten, M. Butler, and B. Baily (all Deloitte) to update tax attribute reduction model in accordance with requests from Cleary and PwC.	\$325.00	1.8	\$585.00
Allegretti, Joe	Meeting with J. Forrest, B. Collins, B. Baily, E. Tzavelis, S. Fielding, C. Chatten, M. Butler (all Deloitte), Weil tax team, Cleary tax team, and PwC tax team regarding tax attribute reduction model and structure of emergence transaction.	\$325.00	4.3	\$1,397.50
Allegretti, Joe	Meeting with J. Forrest, B. Collins, E. Tzavelis, S. Fielding, C. Chatten, M. Butler (all Deloitte) to prepare for meeting with Cleary and PwC.	\$325.00	0.5	\$162.50
Allegretti, Joe	Meeting with S. Fielding, C. Chatten, M. Butler, and B. Baily (all Deloitte) regarding IRC Section 163(j) limitation.	\$325.00	1.2	\$390.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/30/2019				
Allegretti, Joe	Meeting with S. Fielding and C. Chatten (both Deloitte) to prepare tax attribute reduction model output deliverables.	\$325.00	1.0	\$325.00
Allegretti, Joe	Call with S. Fielding, C. Chatten and J. Espinola (all Deloitte) regarding net operating loss allocation by entity.	\$325.00	0.2	\$65.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Forrest, B. Baily, W. Pauls (all Deloitte), PwC tax team, Weil tax team, and Sears tax team regarding intercompany payable and receivable balances.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler (all Deloitte) regarding status of updated stock basis and intercompany balance analysis.	\$325.00	0.3	\$97.50
Baily, Brianna	Meeting with S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding IRC Section 163(j) limitation.	\$595.00	1.2	\$714.00
Baily, Brianna	Meeting with S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to update tax attribute reduction model in accordance with requests from Cleary and PwC.	\$595.00	1.8	\$1,071.00
Baily, Brianna	Meeting with J. Forrest, B. Collins, E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte), Weil tax team, Cleary tax team, and PwC tax team regarding tax attribute reduction model and structure of emergence transaction.	\$595.00	4.3	\$2,558.50
Baily, Brianna	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, W. Pauls (all Deloitte), PwC tax team, Weil tax team, and Sears tax team regarding intercompany payable and receivable balances.	\$595.00	0.6	\$357.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/30/2019				
Baily, Brianna	Call with J. Allegretti, E. Tzavelis, B. Collins, S. Fielding, M. Butler, M. Schreiber and J. Forrest (all Deloitte) to discuss the tax attribute reduction model and approach for incorporating new tax and tax-free liquidations	\$595.00	0.9	\$535.50
Bryan, Michael	Call with M. Paxton and J. Espinola (both Deloitte) regarding New Jersey's conformity to the federal consolidated return regulations.	\$975.00	0.3	\$292.50
Butler, Mike	Meeting with S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) to assess tax risks associated with potential excess loss accounts	\$595.00	2.1	\$1,249.50
Butler, Mike	Meeting with S. Fielding, C. Chatten, J. Allegretti, and B. Baily (all Deloitte) regarding IRC section 163(j) limitation.	\$595.00	1.2	\$714.00
Butler, Mike	Meeting with S. Fielding, C. Chatten, J. Allegretti, and B. Baily (all Deloitte) to update tax attribute reduction model in accordance with requests from Cleary and PwC.	\$595.00	1.8	\$1,071.00
Butler, Mike	Meeting with J. Forrest, B. Collins, B. Baily, E. Tzavelis, S. Fielding, C. Chatten, and J. Allegretti (all Deloitte), Weil tax team, Cleary tax team, and PwC tax team regarding tax attribute reduction model and structure of emergence transaction.	\$595.00	4.3	\$2,558.50
Butler, Mike	Meeting with J. Forrest, B. Collins, E. Tzavelis, S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) to prepare for meeting with Cleary and PwC.	\$595.00	0.5	\$297.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) regarding status of updated stock basis and intercompany balance analysis.	\$595.00	0.3	\$178.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/30/2019				
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, J. Forrest, B. Baily, W. Pauls (all Deloitte), PwC tax team, Weil tax team, and Sears tax team regarding intercompany payable and receivable balances.	\$595.00	0.6	\$357.00
Byun, Lydia	Prepare tax stock basis calculation	\$595.00	2.4	\$1,428.00
Chatten, Colin	Meeting with S. Fielding, M. Butler, J. Allegretti, and B. Baily (all Deloitte) regarding IRC Section 163(j) limitation.	\$325.00	1.2	\$390.00
Chatten, Colin	Meeting with S. Fielding and J. Allegretti (both Deloitte) to prepare tax attribute reduction model output deliverables	\$325.00	1.0	\$325.00
Chatten, Colin	Meeting with S. Fielding, M. Butler, and J. Allegretti (all Deloitte) to assess tax risks associated with potential excess loss accounts	\$325.00	2.1	\$682.50
Chatten, Colin	Meeting with S. Fielding, M. Butler, J. Allegretti, and B. Baily (all Deloitte) to update tax attribute reduction model in accordance with requests from Cleary and PwC.	\$325.00	1.8	\$585.00
Chatten, Colin	Meeting with J. Forrest, B. Collins, B. Baily, E. Tzavelis, S. Fielding, M. Butler, and J. Allegretti (all Deloitte), Weil tax team, Cleary tax team, and PwC tax team regarding tax attribute reduction model and structure of emergence transaction.	\$325.00	4.3	\$1,397.50
Chatten, Colin	Meeting with J. Forrest, B. Collins, E. Tzavelis, S. Fielding, M. Butler, and J. Allegretti (all Deloitte) to prepare for meeting with Cleary and PwC.	\$325.00	0.5	\$162.50
Chatten, Colin	Call with S. Fielding, J. Allegretti, and J. Espinola (all Deloitte) regarding net operating loss allocation by entity.	\$325.00	0.2	\$65.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/30/2019				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, J. Forrest, B. Baily, W. Pauls (all Deloitte), PwC tax team, Weil tax team, and Sears tax team regarding intercompany payable and receivable balances.	\$325.00	0.6	\$195.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, and J. Allegretti (all Deloitte) regarding status of updated stock basis and intercompany balance analysis.	\$325.00	0.3	\$97.50
Collins, Bryan	Meeting with J. Forrest, E. Tzavelis, S. Fielding, C. Chaten, M. Butler, and J. Allegretti (all Deloitte) to prepare for meeting with Cleary and PwC.	\$975.00	0.5	\$487.50
Collins, Bryan	Meeting with J. Forrest, B. Baily, E. Tzavelis, S. Fielding, C. Chaten, M. Butler, and J. Allegretti (all Deloitte), Weil tax team, Cleary tax team, and PwC tax team regarding tax attribute reduction model and structure of emergence transaction.	\$975.00	4.3	\$4,192.50
Corrigan, Kevin	Review supporting workpapers for tax stock basis calculations.	\$595.00	2.5	\$1,487.50
Corrigan, Kevin	Update supporting workpapers for tax stock basis calculations.	\$595.00	2.8	\$1,666.00
Corrigan, Kevin	Draft summary of assumptions made in tax stock basis calculations.	\$595.00	2.6	\$1,547.00
Corrigan, Kevin	Investigate discrepancies between inside and outside basis.	\$595.00	2.2	\$1,309.00
Corrigan, Kevin	Reconcile intercompany net receivable and net payable balances in stock basis study calculations with internal financial information provided by Company.	\$595.00	2.0	\$1,190.00
Espinola, Jonathan	Call with M. Paxton and M. Bryan (both Deloitte) regarding New Jersey's conformity to the federal consolidated tax return regulations.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Call with S. Fielding, C. Chaten and J. Allegretti(all Deloitte) regarding net operating loss allocation by entity.	\$595.00	0.2	\$119.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/30/2019				
Espinola, Jonathan	Call with M. Paxton (Deloitte) regarding updating state tax attribute reduction model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Call with M. Paxton and B. Sullivan (both Deloitte) regarding state tax attribute reduction model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Revise state attribute reduction model for various changes including different scenarios and additional information provided by the Deloitte mergers and acquisitions tax team.	\$595.00	1.5	\$892.50
Espinola, Jonathan	Update New Jersey apportionment information in state attribute reduction model as a result of updated New Jersey combined reporting requirements and review New Jersey conformity to Treasury Regulation Section 1.1502-13.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Begin updating combined state analysis for state tax attribute reduction model.	\$595.00	2.2	\$1,309.00
Espinola, Jonathan	Call with C. Hybl (Deloitte) regarding New Jersey apportionment needed for attribute reduction model.	\$595.00	0.3	\$178.50
Fielding, Stephen	Meeting with J. Forrest, B. Collins, B. Baily, E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte), Weil tax team, Cleary tax team, and PwC tax team regarding tax attribute reduction model and structure of emergence transaction.	\$595.00	4.3	\$2,558.50
Fielding, Stephen	Meeting with J. Forrest, B. Collins, E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to prepare for meeting with Cleary and PwC.	\$595.00	0.5	\$297.50
Fielding, Stephen	Meeting with C. Chatten, M. Butler, J. Allegretti, and B. Baily (all Deloitte) regarding outstanding workstreams and deliverables following meeting with Cleary and PwC.	\$595.00	1.2	\$714.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/30/2019				
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding status of updated stock basis and intercompany balance analysis.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with C. Chatten, J. Allegretti, and J. Espinola (all Deloitte) regarding net operating loss allocation by entity.	\$595.00	0.2	\$119.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, W. Pauls (all Deloitte), PwC tax team, Weil tax team, and Sears tax team regarding intercompany payable and receivable balances.	\$595.00	0.6	\$357.00
Fielding, Stephen	Meeting with C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to assess tax risks associated with potential excess loss accounts.	\$595.00	2.1	\$1,249.50
Fielding, Stephen	Meeting with C. Chatten, M. Butler, J. Allegretti, and B. Baily (all Deloitte) to update tax attribute reduction model in accordance with requests from Cleary and PwC.	\$595.00	1.8	\$1,071.00
Fielding, Stephen	Meeting with C. Chatten and J. Allegretti (both Deloitte) to prepare tax attribute reduction model output deliverables.	\$595.00	1.0	\$595.00
Forrest, Jonathan	Meeting with B. Collins, E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to prepare for meeting with Cleary and PwC.	\$975.00	0.5	\$487.50
Forrest, Jonathan	Meeting with B. Collins, B. Baily, E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte), Weil tax team, Cleary tax team, and PwC tax team regarding tax attribute reduction model and structure of emergence transaction.	\$975.00	4.3	\$4,192.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/30/2019				
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Baily, W. Pauls (all Deloitte), PwC tax team, Weil tax team, and Sears tax team regarding intercompany payable and receivable balances.	\$975.00	0.6	\$585.00
Huston, Michael	Review specific changes to the inside and outside basis reconciliation for two entities related to issues with Schedule M-2 disclosures.	\$850.00	0.8	\$680.00
Hybl, Claire	Call with J. Espinola (Deloitte) regarding New Jersey apportionment needed for state tax attribute reduction model.	\$325.00	0.3	\$97.50
Hybl, Claire	Prepare re-computed New Jersey apportionment factor under New Jersey's combined reporting rules to be used in state tax attribute reduction model.	\$325.00	1.2	\$390.00
Patel, Ankur	Prepare tax stock basis calculations	\$450.00	2.9	\$1,305.00
Pauls, William	Prepare for call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily (all Deloitte), PwC tax team, Weil tax team, and Sears tax team regarding intercompany payable and receivable balances.	\$975.00	1.2	\$1,170.00
Pauls, William	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily (all Deloitte), PwC tax team, Weil tax team, and Sears tax team regarding intercompany payable and receivable balances; prepared for this teleconference.	\$975.00	0.6	\$585.00
Paxton, Michael	Call with J. Espinola (Deloitte) regarding updating state attribute reduction model.	\$725.00	0.3	\$217.50
Paxton, Michael	Call with M. Paxton, J. Espinola, and M. Bryan (all Deloitte) regarding New Jersey's conformity to the federal consolidated return regulations.	\$725.00	0.3	\$217.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/30/2019				
Paxton, Michael	Review state attribute reduction model.	\$725.00	2.8	\$2,030.00
Paxton, Michael	Call with B. Sullivan and J. Espinola (both Deloitte) regarding state attribute reduction model.	\$725.00	0.5	\$362.50
Sullivan, Brian	Research New Jersey tax consequences of proposed transaction steps.	\$850.00	1.3	\$1,105.00
Sullivan, Brian	Estimate state cash tax consequences related to proposed taxable liquidations and real estate foreclosure.	\$850.00	2.4	\$2,040.00
Sullivan, Brian	Call with M. Paxton and J. Espinola (both Deloitte) regarding state tax attribute reduction model.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding status of updated stock basis and intercompany balance analysis.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Meeting with J. Forrest, B. Collins, B. Baily, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte), Weil tax team, Cleary tax team, and PwC tax team regarding tax attribute reduction model and structure of emergence transaction.	\$850.00	4.3	\$3,655.00
Tzavelis, Elias	Meeting with J. Forrest, B. Collins, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to prepare for meeting with Cleary and PwC.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, W. Pauls (all Deloitte), PwC tax team, Weil tax team, and Sears tax team regarding intercompany payable and receivable balances.	\$850.00	0.6	\$510.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/31/2019				
Allegretti, Joe	Call with S. Fielding, C. Chatten, B. Collins, M. Schreiber (all Deloitte), and E. Remijan (Weil) regarding status and timing of certain restructuring transactions involving Sears Reinsurance Company Ltd.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with S. Fielding, C. Chatten, M. Butler (all Deloitte) to update tax attribute reduction model pursuant to comments from internal review.	\$325.00	0.8	\$260.00
Allegretti, Joe	Call with S. Fielding, C. Chatten, M. Butler, B. Collins, and M. Schreiber (all Deloitte) regarding information provided by Debtor accounting and tax team relating to Sears Reinsurance Company Ltd.	\$325.00	0.9	\$292.50
Allegretti, Joe	Call with S. Fielding, C. Chatten, M. Butler, B. Collins, J. Forrest, and M. Schreiber (all Deloitte) regarding application of consolidated tax return regulations to tax attribute reduction model.	\$325.00	1.3	\$422.50
Allegretti, Joe	Call with S. Fielding, C. Chatten, M. Butler, B. Collins, J. Forrest, and M. Schreiber (all Deloitte) regarding tax consequences of certain recent transactions of various Debtor entities.	\$325.00	0.7	\$227.50
Allegretti, Joe	Format the deliverables for the three scenarios considering the liquidation of certain entities, curing their respective stock basis and providing a summary table.	\$325.00	3.0	\$975.00
Allegretti, Joe	Meeting with S. Fielding and C. Chatten (both Deloitte) regarding latest revisions to tax attribute reduction model.	\$325.00	2.9	\$942.50
Allegretti, Joe	Meeting with S. Fielding (Deloitte) to discuss calculations resulting in potential excess loss accounts.	\$325.00	0.3	\$97.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/31/2019				
Allegretti, Joe	Prepare updated schedule of intercompany balances for tax profile summary slides with C. Chatten (Deloitte).	\$325.00	0.5	\$162.50
Allegretti, Joe	Update the model to flow through two versions in order to attempt to calculate 1.1502-11(c).	\$325.00	0.9	\$292.50
Allegretti, Joe	Call with B. Collins, S. Fielding, C. Chatten, and M. Schreiber (all Deloitte) reviewing the tax attribute reduction model.	\$325.00	0.8	\$260.00
Allegretti, Joe	Update the tax attribute reduction model to be able to correctly flow through the 1.1502-11(c) calculation in two versions of the model.	\$325.00	2.1	\$682.50
Butler, Mike	Call with S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) to update tax attribute reduction model pursuant to comments from internal review.	\$595.00	0.8	\$476.00
Butler, Mike	Call with S. Fielding, C. Chatten, J. Allegretti, and J. Dempsey (all Deloitte) regarding application of Treasury Regulation Section 1.1502-11 to tax attribute reduction model.	\$595.00	0.4	\$238.00
Butler, Mike	Call with S. Fielding, C. Chatten, J. Allegretti, B. Collins, and M. Schreiber (all Deloitte) regarding information provided by Debtor accounting and tax team relating to Sears Reinsurance Company Ltd.	\$595.00	1.9	\$1,130.50
Butler, Mike	Call with S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest, and M. Schreiber (all Deloitte) regarding application of consolidated tax return regulations to tax attribute reduction model.	\$595.00	1.3	\$773.50
Butler, Mike	Call with S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest, and M. Schreiber (all Deloitte) regarding tax consequences of certain recent transactions of various Debtor entities.	\$595.00	0.7	\$416.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/31/2019				
Chatten, Colin	Call with S. Fielding, J. Allegretti, B. Collins, M. Schreiber (all Deloitte), and E. Remijan (Weil) regarding status and timing of certain restructuring transactions involving Sears Reinsurance Company Ltd.	\$325.00	0.3	\$97.50
Chatten, Colin	Call with S. Fielding, M. Butler, and J. Allegretti (all Deloitte) to update tax attribute reduction model pursuant to comments from internal review.	\$325.00	0.8	\$260.00
Chatten, Colin	Call with S. Fielding, M. Butler, J. Allegretti, and J. Dempsey (all Deloitte) regarding application of Treasury Regulation Section 1.1502-11 to tax attribute reduction model.	\$325.00	0.4	\$130.00
Chatten, Colin	Call with S. Fielding, M. Butler, J. Allegretti, B. Collins, and M. Schreiber (all Deloitte) regarding information provided by Debtor accounting and tax team relating to Sears Reinsurance Company Ltd.	\$325.00	0.9	\$292.50
Chatten, Colin	Call with S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, and M. Schreiber (all Deloitte) regarding application of consolidated tax return regulations to tax attribute reduction model.	\$325.00	1.3	\$422.50
Chatten, Colin	Call with S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, and M. Schreiber (all Deloitte) regarding tax consequences of certain recent transactions of various Debtor entities	\$325.00	0.7	\$227.50
Chatten, Colin	Meeting with S. Fielding, and J. Allegretti (both Deloitte) regarding latest revisions to tax attribute reduction model.	\$325.00	2.9	\$942.50
Chatten, Colin	Review tax attribute reduction model summary outputs to be circulated for internal review.	\$325.00	0.4	\$130.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/31/2019				
Chatten, Colin	Prepare updated schedule of intercompany balances for tax profile summary slides with J. Allegretti (Deloitte).	\$325.00	0.5	\$162.50
Chatten, Colin	Prepare updated schedule of intercompany balances for tax profile summary slides.	\$325.00	1.8	\$585.00
Chatten, Colin	Call with B. Collins, S. Fielding, J. Allegretti, and M. Schreiber (all Deloitte) reviewing the tax attribute reduction model.	\$325.00	0.8	\$260.00
Collins, Bryan	Call with S. Fielding, J. Allegretti, and M. Schreiber (all Deloitte) reviewing the tax attribute reduction model.	\$975.00	0.8	\$780.00
Collins, Bryan	Call with S. Fielding, C. Chatten, J. Allegretti, M. Schreiber (all Deloitte), and E. Remijan (Weil) regarding status and timing of certain restructuring transactions involving Sears Reinsurance Company Ltd.	\$975.00	0.3	\$292.50
Collins, Bryan	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, and M. Schreiber (all Deloitte) regarding information provided by Debtor accounting and tax team relating to Sears Reinsurance Company Ltd.	\$975.00	0.9	\$877.50
Collins, Bryan	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, and M. Schreiber (all Deloitte) regarding application of consolidated tax return regulations to tax attribute reduction model.	\$975.00	1.3	\$1,267.50
Collins, Bryan	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, and M. Schreiber (all Deloitte) regarding application of consolidated tax return regulations to tax attribute reduction model.	\$975.00	0.5	\$487.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/31/2019				
Collins, Bryan	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, and M. Schreiber (all Deloitte) regarding tax consequences of certain recent transactions of various Debtor entities.	\$975.00	0.7	\$682.50
Collins, Bryan	Research regarding Treasury Regulation Sections 1.1502-11, -36, and -28.	\$975.00	2.7	\$2,632.50
Corrigan, Kevin	Review and update tax stock basis calculations.	\$595.00	2.0	\$1,190.00
Corrigan, Kevin	Review and update tax stock basis calculations.	\$595.00	2.3	\$1,368.50
Corrigan, Kevin	Review and update tax stock basis calculations.	\$595.00	2.3	\$1,368.50
Corrigan, Kevin	Review and update tax stock basis calculations.	\$595.00	2.9	\$1,725.50
Dempsey, Jacob	Call with S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding application of Treasury Regulation Section 1.1502-11 to tax attribute reduction model.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Prepare additional revisions to state attribute reduction model based on review points from M. Paxton (Deloitte).	\$595.00	1.2	\$714.00
Espinola, Jonathan	Research Alaska's conformity to Treasury Regulation Section 1.1502-13 for tax attribute reduction model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research Arizona's conformity to Treasury Regulation Section 1.1502-13 for tax attribute reduction model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research California's conformity to Treasury Regulation Section 1.1502-13 for tax attribute reduction model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research Connecticut's conformity to Treasury Regulation Section 1.1502-13 for tax attribute reduction model.	\$595.00	0.5	\$297.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/31/2019				
Espinola, Jonathan	Research District of Columbia's conformity to Treasury Regulation Section 1.1502-13 for attribute reduction model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research Idaho's conformity to Treasury Regulation Section 1.1502-13 for attribute reduction model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research Illinois' conformity to Treasury Regulation Section 1.1502-13 for attribute reduction model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research Kansas' conformity to Treasury Regulation Section 1.1502-13 for attribute reduction model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research Kentucky's conformity to Treasury Regulation Section 1.1502-13 for attribute reduction model.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Research Maine's conformity to Treasury Regulation Section 1.1502-13 for attribute reduction model.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Research Massachusetts' conformity to Treasury Regulation Section 1.1502-13 for attribute reduction model.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Research Michigan's conformity to Treasury Regulation Section 1.1502-13 for attribute reduction model.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Research Minnesota's conformity to Treasury Regulation Section 1.1502-13 for attribute reduction model.	\$595.00	0.4	\$238.00
Fairchild, Chris	Compile Alaska citations for Treasury Regulation Section 1.1502-13 conformity for state tax attribute reduction model.	\$325.00	0.2	\$65.00
Fairchild, Chris	Compile District of Columbia citations for Treasury Regulation Section 1.1502-13 conformity for state tax attribute reduction model.	\$325.00	0.2	\$65.00
Fairchild, Chris	Compile Idaho citations for Treasury Regulation Section 1.1502-13 conformity for state tax attribute reduction model.	\$325.00	0.2	\$65.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/31/2019				
Fairchild, Chris	Compile Kansas citations for Treasury Regulation Section 1.1502-13 conformity for state tax attribute reduction model.	\$325.00	0.2	\$65.00
Fairchild, Chris	Compile Kentucky citations for Treasury Regulation Section 1.1502-13 conformity for state tax attribute reduction model.	\$325.00	0.2	\$65.00
Fairchild, Chris	Compile Maine citations for Treasury Regulation Section 1.1502-13 conformity for state tax attribute reduction model.	\$325.00	0.2	\$65.00
Fairchild, Chris	Compile Montana citations for Treasury Regulation Section 1.1502-13 conformity for state tax attribute reduction model.	\$325.00	0.2	\$65.00
Fairchild, Chris	Compile North Dakota citations for Treasury Regulation Section 1.1502-13 conformity for state tax attribute reduction model.	\$325.00	0.2	\$65.00
Fairchild, Chris	Research for Virginia real property apportionment.	\$325.00	0.5	\$162.50
Fairchild, Chris	Research real property apportionment in West Virginia.	\$325.00	0.4	\$130.00
Fairchild, Chris	Research real property apportionment in Wisconsin	\$325.00	0.5	\$162.50
Fielding, Stephen	Call with C. Chatten, J. Allegretti, B. Collins, M. Schreiber (all Deloitte), and E. Remijan (Weil) regarding status and timing of certain restructuring transactions involving Sears Reinsurance Company Ltd.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to update tax attribute reduction model pursuant to comments from internal review.	\$595.00	0.8	\$476.00
Fielding, Stephen	Call with C. Chatten, M. Butler, J. Allegretti, and J. Dempsey (all Deloitte) regarding application of Treasury Regulation Section 1.1502-11 to tax attribute reduction model.	\$595.00	0.4	\$238.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/31/2019				
Fielding, Stephen	Call with C. Chatten, M. Butler, J. Allegretti, B. Collins, and M. Schreiber (all Deloitte) regarding information provided by Debtor accounting and tax team relating to Sears Reinsurance Company Ltd.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and M. Schreiber (all Deloitte) regarding application of consolidated tax return regulations to tax attribute reduction model.	\$595.00	1.3	\$773.50
Fielding, Stephen	Call with C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and M. Schreiber (all Deloitte) regarding tax consequences of certain recent transactions of various Debtor entities.	\$595.00	0.7	\$416.50
Fielding, Stephen	Meeting with J. Allegretti and C. Chatten (both Deloitte) regarding latest revisions to tax attribute reduction model.	\$595.00	2.9	\$1,725.50
Fielding, Stephen	Meeting with J. Allegretti (all Deloitte) to discuss calculations resulting in potential excess loss accounts.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with B. Collins, J. Allegretti, C. Chatten, and M. Schreiber (all Deloitte) reviewing the tax attribute reduction model.	\$595.00	0.8	\$476.00
Forrest, Jonathan	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, and M. Schreiber (all Deloitte) regarding application of consolidated tax return regulations to tax attribute reduction model.	\$975.00	1.3	\$1,267.50
Forrest, Jonathan	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, and M. Schreiber (all Deloitte) regarding tax consequences of certain recent transactions of various Debtor entities.	\$975.00	0.7	\$682.50
Forrest, Jonathan	Review tax attribute reduction model.	\$975.00	2.4	\$2,340.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/31/2019				
Hoffman, David	Discuss tax attribute reduction model and updates on Weil meeting with E. Tzavelis (Deloitte).	\$850.00	0.5	\$425.00
Huston, Michael	Review additional changes made to tax basis balance sheet computations from the day before.	\$850.00	0.4	\$340.00
Pauls, William	Attend interoffice conference with B. Collins and J. Forrest (both Deloitte); review correspondence from B. Collins and R. Boyle (Sears) and respond to the same; review authorities and background materials.	\$975.00	1.5	\$1,462.50
Schreiber, Mendy	Call with S. Fielding, C. Chatten, J. Allegretti, B. Collins (all Deloitte), and E. Remijan (Weil) regarding status and timing of certain restructuring transactions involving Sears Reinsurance Company Ltd	\$450.00	0.3	\$135.00
Schreiber, Mendy	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, and B. Collins (all Deloitte) regarding information provided by Debtor accounting and tax team relating to Sears Reinsurance Company Ltd.	\$450.00	0.9	\$405.00
Schreiber, Mendy	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, and J. Forrest (all Deloitte) regarding application of consolidated tax return regulations to tax attribute reduction model.	\$450.00	1.3	\$585.00
Schreiber, Mendy	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, and J. Forrest (all Deloitte) regarding tax consequences of certain recent transactions of various Debtor entities.	\$450.00	0.7	\$315.00
Schreiber, Mendy	Meeting with B. Collins (Deloitte) reviewing the tax attribute reduction model.	\$450.00	0.5	\$225.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
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*Tax Restructuring Services*

01/31/2019

Schreiber, Mendy	Call with B. Collins, S. Fielding, J. Allegretti, and C. Chatten (all Deloitte) reviewing the tax attribute reduction model	\$450.00	0.8	\$360.00
Schreiber, Mendy	Research application Treasury Regulation Section 1.1502-11(c) and 1.1502-28.	\$450.00	1.5	\$675.00

02/01/2019

Allegretti, Joe	Update tax attribute reduction model for revised intercompany balances and new scenarios.	\$325.00	1.7	\$552.50
Allegretti, Joe	Call with S. Fielding, C. Chatten, and M. Butler (all Deloitte) regarding updates to tax attribute reduction model pursuant to comments from internal review.	\$325.00	0.2	\$65.00
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss updates to tax attribute reduction model.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model and structure of emergence transaction.	\$325.00	1.9	\$617.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding application of various consolidated tax return regulations to tax attribute reduction model.	\$325.00	1.2	\$390.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, and B. Collins (all Deloitte) regarding application of Treas. Reg. Section 1.1502-11 to tax attribute reduction model.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with B. Collins, E. Tzavelis, and S. Fielding (all Deloitte) regarding application of Treas. Reg. Sections 1.1502-11 and -32 to tax attribute reduction model.	\$325.00	0.3	\$97.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/01/2019				
Allegretti, Joe	Call with C. Chatten and M. Butler (both Deloitte) regarding updates to tax attribute reduction model pursuant to comments from internal review.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, and M. Butler (all Deloitte) to review recent updates to tax attribute reduction model pursuant to comments from internal review.	\$325.00	0.3	\$97.50
Baily, Brianna	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, B. Collins, J. Forrest, J. Allegretti, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model and structure of emergence transaction.	\$595.00	1.9	\$1,130.50
Baily, Brianna	Review questions raised during internal discussions related to tax attribute reduction model.	\$595.00	0.2	\$119.00
Baily, Brianna	Review revised Sears intercompany debt document.	\$595.00	0.3	\$178.50
Baily, Brianna	Review tax attribute reduction model to prepare for internal discussions regarding the same.	\$595.00	1.6	\$952.00
Baily, Brianna	Review ESL Form 1099 document and related correspondence.	\$595.00	0.2	\$119.00
Baily, Brianna	Review outline on related party rules under IRC Sections 168 and 267.	\$595.00	0.9	\$535.50
Butler, Mike	Call with C. Chatten and J. Allegretti (both Deloitte) regarding updates to tax attribute reduction model pursuant to comments from internal review.	\$595.00	0.5	\$297.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) to review recent updates to tax attribute reduction model pursuant to comments from internal review.	\$595.00	0.3	\$178.50
Butler, Mike	Call with S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) regarding updates to tax attribute reduction model pursuant to comments from internal review.	\$595.00	0.2	\$119.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/01/2019				
Butler, Mike	Call with J. Forrest, B. Collins, and M. Schreiber (all Deloitte) regarding application of Treas. Reg. Section 1.1502-11(c) to tax attribute reduction model.	\$595.00	0.1	\$59.50
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss updates to tax attribute reduction model.	\$595.00	0.6	\$357.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model and structure of emergence transaction.	\$595.00	1.9	\$1,130.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, and J. Allegretti (all Deloitte) regarding application of various consolidated tax return regulations to tax attribute reduction model.	\$325.00	1.2	\$390.00
Chatten, Colin	Call with S. Fielding, M. Butler, and J. Allegretti (all Deloitte) regarding updates to tax attribute reduction model pursuant to comments from internal review.	\$325.00	0.2	\$65.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, and J. Allegretti (all Deloitte) to review recent updates to tax attribute reduction model pursuant to comments from internal review.	\$325.00	0.3	\$97.50
Chatten, Colin	Call with M. Butler and J. Allegretti (both Deloitte) regarding updates to tax attribute reduction model pursuant to comments from internal review.	\$325.00	0.5	\$162.50
Chatten, Colin	Call with S. Fielding and B. Sullivan (both Deloitte) regarding state tax implications of various alternative emergence transaction structures.	\$325.00	0.6	\$195.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/01/2019				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, B. Baily, M. Butler, B. Collins, J. Forrest, J. Allegretti, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model and structure of emergence transaction.	\$325.00	1.9	\$617.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, J. Allegretti, and B. Collins (all Deloitte) regarding application of Treas. Reg. Section 1.1502-11 to tax attribute reduction model.	\$325.00	0.3	\$97.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, and J. Allegretti (all Deloitte) regarding application of Treas. Reg. Sections 1.1502-11 and -32 to tax attribute reduction model.	\$975.00	0.3	\$292.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) regarding application of Treas. Reg. Section 1.1502-11 to tax attribute reduction model.	\$975.00	0.3	\$292.50
Collins, Bryan	Review email from Cleary with questions and requests for additional tax analyses.	\$975.00	0.9	\$877.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model and structure of emergence transaction.	\$975.00	1.9	\$1,852.50
Collins, Bryan	Research regarding application of Treas. Reg. Section 1.1502-11(c) to multiple dispositions and cancellation of indebtedness events in the same year.	\$975.00	2.1	\$2,047.50
Collins, Bryan	Call with J. Forrest, M. Butler, and M. Schreiber (all Deloitte) regarding application of Treas. Reg. Section 1.1502-11(c) to tax attribute reduction model.	\$975.00	0.1	\$97.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/01/2019				
Corrigan, Kevin	Review tax stock basis software output and make changes to underlying data input.	\$595.00	1.5	\$892.50
Corrigan, Kevin	Continue to review tax stock basis software output and make corresponding changes to underlying data input.	\$595.00	2.6	\$1,547.00
Espinola, Jonathan	Review additional revisions to state tax attribute reduction model.	\$595.00	0.5	\$297.50
Fairchild, Chris	Research real property apportionment in Alaska.	\$325.00	0.2	\$65.00
Fairchild, Chris	Research real property apportionment in Arizona.	\$325.00	0.5	\$162.50
Fairchild, Chris	Research real property apportionment in Missouri.	\$325.00	0.2	\$65.00
Fairchild, Chris	Research real property apportionment in Oklahoma.	\$325.00	0.4	\$130.00
Fairchild, Chris	Research real property apportionment in Oregon.	\$325.00	0.4	\$130.00
Fairchild, Chris	Research real property apportionment in Pennsylvania.	\$325.00	0.4	\$130.00
Fairchild, Chris	Research real property apportionment in Rhode Island.	\$325.00	0.4	\$130.00
Fairchild, Chris	Research real property apportionment in Tennessee.	\$325.00	0.3	\$97.50
Fairchild, Chris	Research real property apportionment in Texas.	\$325.00	0.3	\$97.50
Fairchild, Chris	Research real property apportionment in Utah.	\$325.00	0.3	\$97.50
Fairchild, Chris	Research real property apportionment in Vermont.	\$325.00	0.3	\$97.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, J. Allegretti, and B. Collins (all Deloitte) regarding application of Treas. Reg. Section 1.1502-11 to tax attribute reduction model.	\$595.00	0.3	\$178.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/01/2019				
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to review recent updates to tax attribute reduction model pursuant to comments from internal review.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model and structure of emergence transaction.	\$595.00	1.9	\$1,130.50
Fielding, Stephen	Call with C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding updates to tax attribute reduction model pursuant to comments from internal review.	\$595.00	0.2	\$119.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, and J. Allegretti (all Deloitte) regarding application of various consolidated tax return regulations to tax attribute reduction model.	\$595.00	1.2	\$714.00
Fielding, Stephen	Call with B. Collins, E. Tzavelis, and J. Allegretti (all Deloitte) regarding application of Treas. Reg. Sections 1.1502-11 and -32 to tax attribute reduction model.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with C. Chatten and B. Sullivan (both Deloitte) regarding state tax implications of various alternative emergence transaction structures.	\$595.00	0.6	\$357.00
Forrest, Jonathan	Call with B. Collins, M. Butler, and M. Schreiber (all Deloitte) regarding application of Treas. Reg. Section 1.1502-11(c) to tax attribute reduction model.	\$975.00	0.1	\$97.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model and structure of emergence transaction.	\$975.00	1.9	\$1,852.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/01/2019				
Forrest, Jonathan	Consider impact of consolidated return circular basis adjustment rules on tax attribute reduction analyses.	\$975.00	1.1	\$1,072.50
Jerwick, Erika	Research Michigan's conformity to Treas. Reg. Section 1.1502-13 for state tax model.	\$595.00	0.6	\$357.00
Jerwick, Erika	Research New Hampshire's conformity to Treas. Reg. Section 1.1502-13 for state tax model.	\$595.00	0.3	\$178.50
Jerwick, Erika	Research New Mexico's conformity to Treas. Reg. Section 1.1502-13 for state tax reduction model.	\$595.00	0.5	\$297.50
Jerwick, Erika	Research New York City's conformity to Treas. Reg. Section 1.1502-13 for state tax model.	\$595.00	0.4	\$238.00
Jerwick, Erika	Research New York's conformity to Treas. Reg. Section 1.1502-13 for state tax model.	\$595.00	0.4	\$238.00
Jerwick, Erika	Research North Dakota's conformity to Treas. Reg. Section 1.1502-13 for state tax model.	\$595.00	0.5	\$297.50
Jerwick, Erika	Review state tax model in preparation for research regarding application of Treas. Reg. Section 1.1502-13.	\$595.00	1.0	\$595.00
Jerwick, Erika	Research South Carolina's to Treas. Reg. Section 1.1502-13 for state tax model.	\$595.00	0.4	\$238.00
Jerwick, Erika	Research Texas conformity to Treas. Reg. Section 1.1502-13 for state tax model.	\$595.00	0.2	\$119.00
Jerwick, Erika	Research Utah's conformity to Treas. Reg. Section 1.1502-13 for state tax model.	\$595.00	0.2	\$119.00
Jerwick, Erika	Research Vermont's conformity to Treas. Reg. Section 1.1502-13 for state tax model.	\$595.00	0.4	\$238.00
Jerwick, Erika	Research West Virginia's conformity to Treas. Reg. Section 1.1502-13 conformity for state tax model.	\$595.00	0.3	\$178.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/01/2019				
Jerwick, Erika	Research Wisconsin's conformity to Treas. Reg. Section 1.1502-13 conformity for state tax model.	\$595.00	0.4	\$238.00
Pauls, William	Review correspondence from R. Boyle (Sears) regarding insurance issues and respond to the same.	\$975.00	0.3	\$292.50
Pauls, William	Research and review tax authorities relating to proposed transactions involving Sears Reinsurance Co., Ltd.	\$975.00	2.0	\$1,950.00
Paxton, Michael	Prepare asset basis reduction analysis for Sears Holdings Corporation and Sears, Roebuck & Co.	\$725.00	1.8	\$1,305.00
Paxton, Michael	Analyze state tax stock basis estimates pursuant to questions from internal discussions.	\$725.00	1.5	\$1,087.50
Paxton, Michael	Compute net operating loss balances as of 2-3-19 for state tax attribute reduction model.	\$725.00	1.6	\$1,160.00
Paxton, Michael	Review summary of state conformity to Treas. Reg. Section 1-1502-13.	\$725.00	1.0	\$725.00
Paxton, Michael	Update state tax attribute reduction model for third party cancellation of indebtedness numbers.	\$725.00	1.2	\$870.00
Schreiber, Mendy	Call with B. Collins, J. Forrest, and M. Butler (all Deloitte) regarding application of Treas. Reg. Section 1.1502-11(c) to tax attribute reduction model.	\$450.00	0.1	\$45.00
Schreiber, Mendy	Research application of Treas. Reg. Sections 1.1502-11(c) and 1.1502-28 to tax attribute reduction model.	\$450.00	2.0	\$900.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and B. Baily (all Deloitte) regarding latest revisions to tax attribute reduction model and structure of emergence transaction.	\$450.00	1.9	\$855.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/01/2019				
Sullivan, Brian	Call with S. Fielding and C. Chatten (both Deloitte) regarding state tax implications of various alternative emergence transaction structures.	\$850.00	0.6	\$510.00
Sullivan, Brian	Review state apportionment estimates for treatment of intercompany debt settlements in taxable liquidations.	\$850.00	0.8	\$680.00
Sullivan, Brian	Review state modeling of proposed taxable liquidations and reorganizations for ESL transactions.	\$850.00	2.2	\$1,870.00
Sullivan, Brian	Research combined state conformity to Treas. Reg. Section 1.1502-13 and treatment of intercompany debt settlements in taxable liquidation scenarios.	\$850.00	1.4	\$1,190.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model and structure of emergence transaction.	\$850.00	1.9	\$1,615.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) regarding application of various consolidated tax return regulations to tax attribute reduction model.	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, J. Allegretti, and B. Collins (all Deloitte) regarding application of Treas. Reg. Section 1.1502-11 to tax attribute reduction model.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with B. Collins, S. Fielding, and J. Allegretti (all Deloitte) regarding application of Treas. Reg. Sections 1.1502-11 and -32 to tax attribute reduction model.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to review recent updates to tax attribute reduction model pursuant to comments from internal review.	\$850.00	0.3	\$255.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
02/02/2019				
Collins, Bryan	Review updated schedule of intercompany debt provided by K. Stopen (Sears).	\$975.00	0.8	\$780.00
Forrest, Jonathan	Review solvency issues related to Sears Reinsurance.	\$975.00	0.4	\$390.00
Tzavelis, Elias	Review circular stock basis regulations and application to tax attribute reduction model.	\$850.00	0.8	\$680.00
02/03/2019				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, and M. Butler (all Deloitte) regarding new scenario in tax attribute reduction model in which certain Debtor subsidiaries are sold in taxable transactions.	\$325.00	1.3	\$422.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) regarding new scenario in tax attribute reduction model in which certain Debtor subsidiaries are sold in taxable transactions.	\$595.00	1.3	\$773.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, and J. Allegretti (all Deloitte) regarding new scenario in tax attribute reduction model in which certain Debtor subsidiaries are sold in taxable transactions.	\$325.00	1.3	\$422.50
Chatten, Colin	Review updated schedule of intercompany balances provided by K. Stopen (Sears).	\$325.00	2.3	\$747.50
Collins, Bryan	Consider solvency of Sears Reinsurance Company.	\$975.00	1.4	\$1,365.00
Espinola, Jonathan	Conduct detailed review of state tax attribute reduction model.	\$595.00	2.1	\$1,249.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding new scenario in tax attribute reduction model in which certain Debtor subsidiaries are sold in taxable transactions.	\$595.00	1.3	\$773.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/03/2019				
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding new scenario in tax attribute reduction model in which certain Debtor subsidiaries are sold in taxable transactions.	\$850.00	1.3	\$1,105.00
02/04/2019				
Allegretti, Joe	Meeting with E. Tzavelis, J. Forrest, B. Collins, S. Fielding, D. Hoffman, M. Butler, B. Sullivan (all Deloitte), and Weil, Cleary, and PwC tax teams to discuss the tax attribute reduction model using toggles requested by Cleary and PwC.	\$325.00	1.3	\$422.50
Allegretti, Joe	Meeting with E. Tzavelis, J. Forrest, B. Collins, S. Fielding, D. Hoffman, M. Butler, B. Sullivan (all Deloitte), and Weil, Cleary, PwC, and Sears tax teams regarding Sears Reinsurance Company Ltd.	\$325.00	0.8	\$260.00
Allegretti, Joe	Meeting with E. Tzavelis, J. Forrest, B. Collins, and S. Fielding (all Deloitte) to discuss follow up items from meeting with Weil, Cleary, and PwC tax teams.	\$325.00	0.5	\$162.50
Allegretti, Joe	Meeting with E. Tzavelis, J. Forrest, B. Collins, S. Fielding, D. Hoffman, B. Sullivan (all Deloitte), and Weil, Cleary, and PwC tax teams to discuss possible structuring and tax modeling scenarios requested by Cleary and PwC.	\$325.00	2.1	\$682.50
Baily, Brianna	Research secondary sources on Treas. Reg. Section 1.1502-11.	\$595.00	0.7	\$416.50
Baily, Brianna	Review treatise discussing the interaction of Treas. Reg. Sections 1.1502-11 and 1.1502-28.	\$595.00	1.4	\$833.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/04/2019				
Butler, Mike	Meeting with E. Tzavelis, J. Forrest, B. Collins, S. Fielding, D. Hoffman, B. Sullivan, J. Allegretti (all Deloitte), and Weil, Cleary, and PwC tax teams to discuss the tax attribute reduction model using toggles requested by Cleary and PwC.	\$595.00	1.3	\$773.50
Butler, Mike	Meeting with E. Tzavelis, J. Forrest, B. Collins, S. Fielding, D. Hoffman, B. Sullivan, J. Allegretti (all Deloitte), and Weil, Cleary, PwC, and Sears tax teams regarding Sears Reinsurance Company Ltd.	\$595.00	0.8	\$476.00
Chatten, Colin	Compare updated schedule of intercompany balances provided by K. Stopen (Sears) to previous versions.	\$325.00	1.6	\$520.00
Collins, Bryan	Meeting with E. Tzavelis, J. Forrest, S. Fielding, and J. Allegretti (all Deloitte) to discuss follow up items from meeting with the Weil, Cleary, and PwC tax teams.	\$975.00	0.5	\$487.50
Collins, Bryan	Meeting with E. Tzavelis, J. Forrest, S. Fielding, D. Hoffman, B. Sullivan, J. Allegretti (all Deloitte), and Weil, Cleary, and PwC tax teams to discuss possible structuring and tax modeling scenarios requested by Cleary and PwC.	\$975.00	2.1	\$2,047.50
Collins, Bryan	Meeting with E. Tzavelis, J. Forrest, S. Fielding, D. Hoffman, M. Butler, B. Sullivan, J. Allegretti (all Deloitte), and Weil, Cleary, and PwC tax teams to discuss the tax attribute reduction model using toggles requested by Cleary and PwC.	\$975.00	1.3	\$1,267.50
Collins, Bryan	Meeting with E. Tzavelis, J. Forrest, S. Fielding, D. Hoffman, M. Butler, B. Sullivan, J. Allegretti (all Deloitte), and Weil, Cleary, PwC and Sears tax teams regarding Sears Reinsurance Company, Ltd.	\$975.00	0.8	\$780.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/04/2019				
Corrigan, Kevin	Analyze comparative balance sheets from tax returns to identify sources of differences between inside asset basis and stock basis.	\$595.00	3.0	\$1,785.00
Espinola, Jonathan	Review and revise federal tax attribute reduction model for state tax inputs.	\$595.00	0.5	\$297.50
Fielding, Stephen	Meeting with E. Tzavelis, J. Forrest, B. Collins, and J. Allegretti (all Deloitte) to discuss follow up items from meeting with Weil, Cleary, and PwC tax teams.	\$595.00	0.5	\$297.50
Fielding, Stephen	Meeting with E. Tzavelis, J. Forrest, B. Collins, D. Hoffman, B. Sullivan, J. Allegretti (all Deloitte), and Weil, Cleary, and PwC tax teams to discuss possible structuring and tax modeling scenarios requested by Cleary and PwC.	\$595.00	2.1	\$1,249.50
Fielding, Stephen	Meeting with E. Tzavelis, J. Forrest, B. Collins, D. Hoffman, M. Butler, B. Sullivan, J. Allegretti (all Deloitte), and Weil, Cleary, and PwC tax teams to discuss the tax attribute reduction model using toggles requested by Cleary and PwC.	\$595.00	1.3	\$773.50
Fielding, Stephen	Meeting with E. Tzavelis, J. Forrest, B. Collins, D. Hoffman, M. Butler, B. Sullivan, J. Allegretti (all Deloitte), and Weil, Cleary, PwC, and Sears tax teams regarding Sears Reinsurance Company Ltd.	\$595.00	0.8	\$476.00
Forrest, Jonathan	Meeting with E. Tzavelis, B. Collins, S. Fielding, D. Hoffman, M. Butler, B. Sullivan, J. Allegretti (all Deloitte), and Weil, Cleary, and PwC tax teams to discuss the tax attribute reduction model using toggles requested by Cleary and PwC.	\$975.00	1.3	\$1,267.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/04/2019				
Forrest, Jonathan	Meeting with E. Tzavelis, B. Collins, S. Fielding, D. Hoffman, M. Butler, B. Sullivan, J. Allegretti (all Deloitte), and Weil, Cleary, PwC, and Sears tax teams regarding Sears Reinsurance Company Ltd.	\$975.00	0.8	\$780.00
Forrest, Jonathan	Meeting with E. Tzavelis, B. Collins, S. Fielding, and J. Allegretti (all Deloitte) to discuss follow up items from meeting with Weil, Cleary, and PwC tax teams.	\$975.00	0.5	\$487.50
Forrest, Jonathan	Meeting with E. Tzavelis, B. Collins, S. Fielding, D. Hoffman, B. Sullivan, J. Allegretti (all Deloitte), and Weil, Cleary, and PwC tax teams to discuss possible structuring and tax modeling scenarios requested by Cleary and PwC.	\$975.00	2.1	\$2,047.50
Hoffman, David	Meeting with E. Tzavelis, J. Forrest, B. Collins, S. Fielding, B. Sullivan, J. Allegretti (all Deloitte), and Weil, Cleary, and PwC tax teams to discuss possible structuring and tax modeling scenarios requested by Cleary and PwC.	\$850.00	2.1	\$1,785.00
Hoffman, David	Meeting with E. Tzavelis, J. Forrest, B. Collins, S. Fielding, M. Butler, B. Sullivan, J. Allegretti (all Deloitte), and Weil, Cleary, PwC, and Sears tax teams regarding Sears Reinsurance Company, Ltd.	\$850.00	0.8	\$680.00
Huston, Michael	Continue to analyze comparative balance sheets in tax returns to identify sources of divergence between inside asset basis and stock basis.	\$850.00	4.5	\$3,825.00
Pauls, William	Review correspondence concerning Sears Reinsurance Company, Ltd. and respond to the same.	\$975.00	1.0	\$975.00
Pauls, William	Research and review authorities applicable to tax treatment of transaction involving Sears Reinsurance, Ltd.	\$975.00	1.0	\$975.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/04/2019				
Schreiber, Mendy	Research application of Treas. Reg. Sections 1.1502-11(c) and 1.1502-28 to tax attribute reduction model.	\$450.00	5.5	\$2,475.00
Sullivan, Brian	Meeting with E. Tzavelis, J. Forrest, B. Collins, S. Fielding, D. Hoffman, J. Allegretti (all Deloitte), and Weil, Cleary, and PwC tax teams to discuss possible structuring and tax modeling scenarios requested by Cleary and PwC.	\$850.00	2.1	\$1,785.00
Sullivan, Brian	Meeting with E. Tzavelis, J. Forrest, B. Collins, S. Fielding, D. Hoffman, M. Butler, J. Allegretti (all Deloitte), and Weil, Cleary, and PwC tax teams to discuss the tax attribute reduction model using toggles requested by Cleary and PwC.	\$850.00	1.3	\$1,105.00
Sullivan, Brian	Meeting with E. Tzavelis, J. Forrest, B. Collins, S. Fielding, D. Hoffman, M. Butler, J. Allegretti (all Deloitte), and Weil, Cleary, PwC, and Sears tax teams regarding Sears Reinsurance Company, Ltd.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Meeting with J. Forrest, B. Collins, S. Fielding, and J. Allegretti (all Deloitte) to discuss follow up items from meeting with the Weil, Cleary, and PwC tax teams.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Meeting with J. Forrest, B. Collins, S. Fielding, D. Hoffman, M. Butler, B. Sullivan, J. Allegretti (all Deloitte), and Weil, Cleary, and PwC tax teams to discuss the tax attribute reduction model using toggles requested by Cleary and PwC.	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Meeting with J. Forrest, B. Collins, S. Fielding, D. Hoffman, B. Sullivan, J. Allegretti (all Deloitte), and Weil, Cleary, and PwC tax teams to discuss possible structuring and tax modeling scenarios requested by Cleary and PwC.	\$850.00	2.1	\$1,785.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/04/2019				
Tzavelis, Elias	Meeting with J. Forrest, B. Collins, S. Fielding, D. Hoffman, M. Butler, B. Sullivan, J. Allegretti (all Deloitte), and Weil, Cleary, PwC, and Sears tax teams regarding Sears Reinsurance Company Ltd.	\$850.00	0.8	\$680.00
02/05/2019				
Allegretti, Joe	Call with S. Fielding, C. Chatten, and M. Butler (all Deloitte) regarding updates to tax attribute reduction model.	\$325.00	0.8	\$260.00
Allegretti, Joe	Duplicate the tax attribute reduction model within the overall excel file such that actual attribute reduction calculations occur after tentative attribute reduction calculations.	\$325.00	1.6	\$520.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding updates to tax attribute reduction model to reflect liquidation of Sears Reinsurance Company Ltd.	\$325.00	0.2	\$65.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, M. Huston, and K. Corrigan (all Deloitte) regarding updated stock basis estimates.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to conduct a detailed review of the Treas. Reg. Section 1.1502-11 and -36 calculations in the tax attribute reduction model.	\$325.00	2.1	\$682.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, M. Schreiber (Deloitte), and Weil, Cleary, and PwC tax teams regarding status of various updates to tax attribute reduction model.	\$325.00	1.1	\$357.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/05/2019				
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss updates to tax attribute reduction model for the Treas. Reg. Section 1.1502-11 calculations.	\$325.00	1.9	\$617.50
Allegretti, Joe	Update the tax attribute reduction model for comments and items discussed on today's internal calls, specifically related to the Sears Reinsurance liquidation and certain asset sales.	\$325.00	2.8	\$910.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, B. Collins, J. Forrest, W. Pauls, I. Halpern, B. Baily, and M. Schreiber (all Deloitte) regarding tax implications of liquidation of Sears Reinsurance Company Ltd.	\$325.00	0.6	\$195.00
Baily, Brianna	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest, W. Pauls, I. Halpern, and M. Schreiber (all Deloitte) regarding tax implications of liquidation of Sears Reinsurance Company Ltd.	\$595.00	0.6	\$357.00
Baily, Brianna	Call with B. Sullivan, J. Espinola, M. Paxton, E. Tzavelis, S. Fielding, C. Chatten (all Deloitte), and Weil, Cleary, and PwC tax teams regarding state and local tax implications of emergence transaction.	\$595.00	0.6	\$357.00
Baily, Brianna	Continue review of article on function of Treas. Reg. Section 1.1502-11 and analyze examples contained therein.	\$595.00	0.8	\$476.00
Baily, Brianna	Further research into secondary sources and treatises regarding Treas. Reg. Section 1.1502-11.	\$595.00	0.9	\$535.50
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, C. Chatten, and M. Schreiber (all Deloitte) to conduct a detailed review of the Treas. Reg. Section 1.1502-11 and -36 calculations in the tax attribute reduction model.	\$595.00	2.1	\$1,249.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/05/2019				
Baily, Brianna	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and M. Schreiber (all Deloitte), and Weil, Cleary, PwC tax teams regarding status of various updates to tax attribute reduction model.	\$595.00	1.1	\$654.50
Baily, Brianna	Review article on function of Treas. Reg. Section 1.1502-11.	\$595.00	1.2	\$714.00
Baily, Brianna	Review transaction history memo for information on KCD notes.	\$595.00	0.3	\$178.50
Baily, Brianna	Review correspondence related to Sears brands basis.	\$595.00	1.0	\$595.00
Boyle, Matthew	Call with B. Collins and J. Dempsey (both Deloitte) to discuss applicaton of Treasury Regulation Section 1.1502-11 to tax attribute reduction model.	\$725.00	0.3	\$217.50
Butler, Mike	Call with S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) regarding updates to tax attribute reduction model.	\$595.00	0.8	\$476.00
Butler, Mike	Review US federal income tax model for additional scenarios.	\$595.00	2.9	\$1,725.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to conduct a detailed review of the Treas. Reg. Section 1.1502-11 and -36 calculations in the tax attribute reduction model.	\$595.00	2.1	\$1,249.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte), and Weil, Cleary, and PwC tax teams regarding status of various updates to tax attribute reduction model.	\$595.00	1.1	\$654.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, M. Huston, and K. Corrigan (all Deloitte) regarding updated stock basis estimates.	\$595.00	0.6	\$357.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/05/2019				
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss updates to tax attribute reduction model for Treas. Reg. Section 1.1502-11 calculations.	\$595.00	1.9	\$1,130.50
Chatten, Colin	Meeting with E. Tzavelis and S. Fielding (both Deloitte) regarding status of outstanding workstreams.	\$325.00	0.4	\$130.00
Chatten, Colin	Call with B. Sullivan, J. Espinola, M. Paxton, E. Tzavelis, S. Fielding, B. Baily (all Deloitte), and Weil, Cleary, and PwC tax teams regarding state and local tax implications of emergence transaction.	\$325.00	0.6	\$195.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to conduct a detailed review of the Treas. Reg. Section 1.1502-11 and -36 calculations in the tax attribute reduction model.	\$325.00	2.1	\$682.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte), and Weil, Cleary, and PwC tax teams regarding status of various updates to tax attribute reduction model.	\$325.00	1.1	\$357.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, M. Huston, and K. Corrigan (all Deloitte) regarding updated stock basis estimates.	\$325.00	0.6	\$195.00
Chatten, Colin	Call with S. Fielding, M. Butler, and J. Allegretti (all Deloitte) regarding updates to tax attribute reduction model.	\$325.00	0.8	\$260.00
Chatten, Colin	Further research into secondary sources and treatises regarding Treas. Reg. Section 1.1502-11.	\$325.00	0.2	\$65.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/05/2019				
Chatten, Colin	Call with S. Fielding and B. Sullivan (both Deloitte) regarding state and local tax implications of emergence transaction.	\$325.00	0.1	\$32.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, J. Allegretti, B. Collins, J. Forrest, W. Pauls, I. Halpern, B. Baily, and M. Schreiber (all Deloitte) regarding tax implications of liquidation of Sears Reinsurance Company Ltd.	\$325.00	0.6	\$195.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, and J. Allegretti (all Deloitte) regarding updates to tax attribute reduction model to reflect liquidation of Sears Reinsurance Company Ltd.	\$325.00	0.2	\$65.00
Collins, Bryan	Call with M. Boyle and J. Dempsey (both Deloitte) to discuss application of Treasury Regulation Section 1.1502-11 to attribute reduction model.	\$975.00	0.3	\$292.50
Collins, Bryan	Meeting with E. Tzavelis, J. Forrest, S. Fielding, and J. Allegretti (all Deloitte) to discuss follow up items from meeting with Weil, Cleary, and PwC tax teams.	\$975.00	0.6	\$585.00
Collins, Bryan	Consider the effects of a taxable liquidation of Sears Reinsurance and review model materials applying Treas. Reg. Section 1.1502-11.	\$975.00	1.4	\$1,365.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to conduct a detailed review of the Treas. Reg. Section 1.1502-11 and -36 calculations in the tax attribute reduction model.	\$975.00	2.1	\$2,047.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, M. Schreiber (all Deloitte), and Weil, Cleary, PwC tax teams regarding status of various updates to tax attribute reduction model.	\$975.00	1.1	\$1,072.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/05/2019				
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, J. Forrest, W. Pauls, I. Halpern, B. Baily, and M. Schreiber (all Deloitte) regarding tax implications of liquidation of Sears Reinsurance Company Ltd.	\$975.00	0.6	\$585.00
Corrigan, Kevin	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, and M. Huston (all Deloitte) regarding updated stock basis estimates.	\$595.00	0.6	\$357.00
Corrigan, Kevin	Update tax stock basis report for changes identified during reconciliation process.	\$595.00	5.1	\$3,034.50
Corrigan, Kevin	Review tax stock basis report to assess whether to implement changes identified during reconciliation process.	\$595.00	3.5	\$2,082.50
Dempsey, Jacob	Call with B. Collins and M. Boyle (both Deloitte) to discuss application of Treasury Regulation Section 1.1502-11 to tax attribute reduction model.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review real estate apportionment analysis in Alabama.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review real estate apportionment analysis in Alaska.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review real estate apportionment analysis in Arizona.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review real estate apportionment analysis in Arkansas.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Call with B. Sullivan, M. Paxton, E. Tzavelis, S. Fielding, C. Chatten, B. Baily (all Deloitte), and Weil, Cleary, and PwC tax teams regarding state and local tax implications of emergence transaction.	\$595.00	0.7	\$416.50
Espinola, Jonathan	Call with B. Sullivan, M. Paxton, E. Tzavelis, S. Fielding, C. Chatten, B. Baily (all Deloitte), and Weil, Cleary, and PwC tax teams regarding state and local tax implications of emergence transaction.	\$595.00	0.6	\$357.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/05/2019				
Fielding, Stephen	Meeting with E. Tzavelis and C. Chatten (both Deloitte) regarding status of outstanding workstreams.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, J. Allegretti, B. Collins, J. Forrest, W. Pauls, I. Halpern, B. Baily, and M. Schreiber (all Deloitte) regarding tax implications of liquidation of Sears Reinsurance Company Ltd.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber (all Deloitte), and Weil, Cleary, and PwC tax teams regarding status of various updates to tax attribute reduction model.	\$595.00	1.1	\$654.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, M. Huston, and K. Corrigan (all Deloitte) regarding updated stock basis estimates.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, and J. Allegretti (all Deloitte) regarding updates to tax attribute reduction model to reflect liquidation of Sears Reinsurance Company Ltd.	\$595.00	0.2	\$119.00
Fielding, Stephen	Call with C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding updates to tax attribute reduction model.	\$595.00	0.8	\$476.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to conduct a detailed review of the Treas. Reg. Section 1.1502-11 and -36 calculations in the tax attribute reduction model.	\$595.00	2.1	\$1,249.50
Fielding, Stephen	Call with B. Sullivan and C. Chatten (both Deloitte) regarding state and local tax implications of emergence transaction.	\$595.00	0.1	\$59.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/05/2019				
Fielding, Stephen	Call with B. Sullivan, J. Espinola, M. Paxton, E. Tzavelis, C. Chatten, B. Baily (all Deloitte), and Weil, Cleary, and PwC tax teams regarding state and local tax implications of emergence transaction.	\$595.00	0.6	\$357.00
Forrest, Jonathan	Meeting with E. Tzavelis, B. Collins, S. Fielding, and J. Allegretti (all Deloitte) to discuss follow up items from meeting with Weil, Cleary, and PwC tax teams.	\$975.00	0.6	\$585.00
Forrest, Jonathan	Review technical issues related to Treas. Reg. Sections 1.1502-11 and -36 raised by tax attribute reduction model.	\$975.00	1.2	\$1,170.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, and M. Schreiber (all Deloitte) to to conduct a detailed review of the Treas. Reg. Section 1.1502-11 and -36 calculations in the tax attribute reduction model.	\$975.00	2.1	\$2,047.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, W. Pauls, I. Halpern, B. Baily, and M. Schreiber (all Deloitte) regarding tax implications of liquidation of Sears Reinsurance Company Ltd.	\$975.00	0.6	\$585.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, and M. Schreiber (all Deloitte), and Weil, Cleary, and PwC tax teams regarding status of various updates to tax attribute reduction model.	\$975.00	1.1	\$1,072.50
Halpern, Irwin	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest, W. Pauls, B. Baily, and M. Schreiber (all Deloitte) regarding tax implications of liquidation of Sears Reinsurance Company Ltd.	\$850.00	0.6	\$510.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/05/2019				
Halpern, Irwin	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, W. Pauls, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding tax implications of liquidation of Sears Reinsurance Company Ltd.	\$850.00	0.6	\$510.00
Hermanson, Tom	Call with E. Tzavelis, B. Collins, B. Sullivan, S. Fielding, B. Baily, M. Schreiber, and M. Browning (all Deloitte) to discuss state tax planning surrounding sale of MTNs to Cyrus.	\$850.00	0.8	\$680.00
Huston, Michael	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, and K. Corrigan (all Deloitte) regarding updated stock basis estimates.	\$850.00	0.6	\$510.00
Pauls, William	Prepare for call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest, I. Halpern, B. Baily, and M. Schreiber (all Deloitte) regarding tax implications of liquidation of Sears Reinsurance Company Ltd.	\$975.00	2.0	\$1,950.00
Pauls, William	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest, I. Halpern, B. Baily, and M. Schreiber (all Deloitte) regarding tax implications of liquidation of Sears Reinsurance Company Ltd.	\$975.00	0.6	\$585.00
Paxton, Michael	Review federal tax attribute reduction model to understand state tax implications.	\$725.00	0.5	\$362.50
Paxton, Michael	Call with B. Sullivan, J. Espinola, E. Tzavelis, S. Fielding, C. Chatten, B. Baily (all Deloitte), and Weil, Cleary, and PwC tax teams regarding state and local tax implications of emergence transaction.	\$725.00	0.6	\$435.00
Schreiber, Mendy	Research application of Treas. Reg. Sections 1.1502-11(c) and 1.1502-28 to tax attribute reduction model.	\$450.00	0.7	\$315.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/05/2019				
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and B. Baily (all Deloitte), and Weil, Cleary, and PwC tax teams regarding status of various updates to tax attribute reduction model.	\$450.00	1.1	\$495.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest, W. Pauls, I. Halpern, and B. Baily (all Deloitte) regarding tax implications of liquidation of Sears Reinsurance Company Ltd.	\$450.00	0.6	\$270.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and B. Baily (all Deloitte) to conduct a detailed review of the Treas. Reg. Section 1.1502-11 and -36 calculations in the tax attribute reduction model.	\$450.00	2.1	\$945.00
Sullivan, Brian	Review state tax attribute reduction model.	\$850.00	2.4	\$2,040.00
Sullivan, Brian	Call with S. Fielding and C. Chatten (both Deloitte) regarding state and local tax implications of emergence transaction.	\$850.00	0.1	\$85.00
Sullivan, Brian	Call with J. Espinola, M. Paxton, E. Tzavelis, S. Fielding, C. Chatten, B. Baily (all Deloitte), and Weil, Cleary, and PwC tax teams regarding regarding state and local tax implications of emergence transaction.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Meeting with S. Fielding and C. Chatten (both Deloitte) regarding status of outstanding workstreams.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Meeting with B. Collins, J. Forrest, S. Fielding, and J. Allegretti (all Deloitte) to discuss follow up items from meeting with Weil, Cleary, and PwC tax teams.	\$850.00	0.6	\$510.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/05/2019				
Tzavelis, Elias	Call with S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest, W. Pauls, I. Halpern, B. Baily, and M. Schreiber (all Deloitte) regarding tax implications of liquidation of Sears Reinsurance Company Ltd.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to conduct a detailed review of the Treas. Reg. Section 1.1502-11 and -36 calculations in the tax attribute reduction model.	\$850.00	2.1	\$1,785.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte), and Weil, Cleary, and PwC tax teams regarding status of various updates to tax attribute reduction model.	\$850.00	1.1	\$935.00
Tzavelis, Elias	Call with B. Sullivan, J. Espinola, M. Paxton, S. Fielding, C. Chatten, B. Baily (all Deloitte), and Weil, Cleary, and PwC tax teams regarding state and local tax implications of emergence transaction.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with B. Sullivan, S. Fielding, C. Chatten, B. Baily (all Deloitte), and Weil, Cleary, and PwC tax teams regarding state and local tax implications of emergence transaction.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) regarding updates to tax attribute reduction model to reflect liquidation of Sears Reinsurance Company Ltd.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, M. Huston, and K. Corrigan (all Deloitte) regarding updated stock basis estimates.	\$850.00	0.6	\$510.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/06/2019				
Allegretti, Joe	Call with B. Collins and M. Butler (both Deloitte) to discuss impact of Sears Reinsurance liquidation and corresponding worthless stock deduction on the Treas. Reg. Section 1.1502-11 calculation.	\$325.00	0.1	\$32.50
Allegretti, Joe	Call with C. Chatten, S. Fielding, B. Collins, J. Forrest, M. Schreiber, B. Baily, M. Butler, M. Huston, K. Corrigan, M. Browning, E. Tzavelis (all Deloitte), Weil, Cleary, and PwC to discuss the status of the stock basis study.	\$325.00	0.8	\$260.00
Allegretti, Joe	Call with E. Tzavelis and M. Butler (both Deloitte) to discuss the status of the tax attribute reduction model and other open items to begin drafting in relation to the model.	\$325.00	0.3	\$97.50
Allegretti, Joe	Update the tax attribute reduction model for certain items discussed during our internal Deloitte call and the call with PwC and Cleary, specifically related to Sears Reinsurance Company.	\$325.00	4.0	\$1,300.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) to discuss the validity and tax impact of certain assumptions underlying stock basis estimates.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, W. Pauls, B. Baily, and M. Schreiber (all Deloitte) regarding tax implications of liquidating Sears Reinsurance Company Ltd.	\$325.00	0.4	\$130.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/06/2019				
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss the tax implications of new proposed transactions and assumptions from Cleary and PwC related to Sears Reinsurance, Kmart Corporation, and the Treas. Reg. Section 1.1502-11 calculation.	\$325.00	2.3	\$747.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss the tax implications of new assumptions from Cleary and PwC related to intercompany payable and receivable	\$325.00	0.8	\$260.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) regarding circular stock basis adjustments.	\$325.00	0.6	\$195.00
Allegretti, Joe	Internal regroup call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding stock basis analysis following discussions with Cleary and PwC regarding the same.	\$325.00	0.3	\$97.50
Baily, Brianna	Internal regroup call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and M. Schreiber (all Deloitte) regarding stock basis analysis following discussions with Cleary and PwC regarding the same.	\$595.00	0.3	\$178.50
Baily, Brianna	Review correspondence related to Sears Brands tax basis.	\$595.00	0.8	\$476.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
02/06/2019				
Baily, Brianna	Call with J. Allegretti, C. Chatten, S. Fielding, B. Collins, J. Forrest, M. Schreiber, M. Butler, M. Huston, K. Corrigan, M. Browning, E. Tzavelis (all Deloitte), Weil, Cleary, and PwC to discuss the status of the stock basis study.	\$595.00	0.8	\$476.00
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, J. Forrest, M. Schreiber, and K. Corrigan (all Deloitte) to discuss the validity and tax impact of certain assumptions underlying stock basis estimates.	\$595.00	0.3	\$178.50
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and M. Schreiber (all Deloitte) to discuss the tax implications of new assumptions from Cleary and PwC related to intercompany payable and recei	\$595.00	0.8	\$476.00
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) regarding circular stock basis adjustments.	\$595.00	0.6	\$357.00
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, W. Pauls, and M. Schreiber (all Deloitte) regarding tax implications of liquidating Sears Reinsurance Company Ltd.	\$595.00	0.4	\$238.00
Baily, Brianna	Call with E. Tzavelis, B. Collins, B. Sullivan, T. Hermanson, S. Fielding, M. Schreiber, and M. Browning (all Deloitte) to discuss state tax planning surrounding sale of MTNs to Cyrus.	\$595.00	0.8	\$476.00
Baily, Brianna	Review purchase agreement related to MTN note purchase by Cyrus.	\$595.00	0.3	\$178.50
Baily, Brianna	Review stock basis calculation related to Sears Reinsurance liquidation.	\$595.00	0.9	\$535.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/06/2019				
Browning, Maria	Call with E. Tzavelis, B. Collins, B. Sullivan, T. Hermanson, S. Fielding, B. Baily, and M. Schreiber (all Deloitte) to discuss state tax planning surrounding sale of MTNs to Cyrus.	\$450.00	0.8	\$360.00
Browning, Maria	Research application of consolidated tax return regulations to certain steps of emergence transaction.	\$450.00	2.2	\$990.00
Browning, Maria	Internal regroup call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding stock basis analysis following discussions with Cleary and PwC regarding the same.	\$450.00	0.3	\$135.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) to discuss the validity and tax impact of certain assumptions underlying stock basis estimates.	\$450.00	0.3	\$135.00
Browning, Maria	Call with J. Allegretti, C. Chatten, S. Fielding, B. Collins, J. Forrest, M. Schreiber, B. Baily, M. Butler, M. Huston, K. Corrigan, E. Tzavelis (Deloitte), Weil, Cleary, and PwC to discuss the status of the stock basis study.	\$450.00	0.8	\$360.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, W. Pauls, B. Baily, and M. Schreiber (all Deloitte) regarding tax implications of liquidating Sears Reinsurance Company Ltd.	\$450.00	0.4	\$180.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss the tax implications of new assumptions from Cleary and PwC related to intercompany payable and receivab	\$450.00	0.8	\$360.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/06/2019				
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) regarding circular stock basis adjustments.	\$450.00	0.6	\$270.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss the tax implications of new assumptions from Cleary and PwC related to intercompany payable and receiv	\$595.00	0.8	\$476.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest, W. Pauls, B. Baily, and M. Schreiber (all Deloitte) regarding tax implications of liquidating Sears Reinsurance Company Ltd.	\$595.00	0.4	\$238.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) regarding circular stock basis adjustments.	\$595.00	0.6	\$357.00
Butler, Mike	Review updates to Treas. Reg. Section 1.1502-11 calculation in tax attribute reduction model.	\$595.00	2.9	\$1,725.50
Butler, Mike	Internal regroup call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding stock basis analysis following discussions with Cleary and PwC regarding the same.	\$595.00	0.3	\$178.50
Butler, Mike	Call with J. Allegretti, C. Chatten, S. Fielding, B. Collins, J. Forrest, M. Schreiber, B. Baily, M. Huston, K. Corrigan, M. Browning, E. Tzavelis (Deloitte), Weil, Cleary, and PwC to discuss the status of the stock basis study.	\$595.00	0.8	\$476.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/06/2019				
Butler, Mike	Call with J. Allegretti and B. Collins (all Deloitte) to discuss the impact of the Sears Reinsurance liquidation and corresponding worthless stock deduction on the 1.1502-11 calculation.	\$595.00	0.1	\$59.50
Butler, Mike	Call with J. Allegretti and E. Tzavelis (all Deloitte) to discuss the status of the tax attribute reduction model and other open items to begin drafting in relation to the model.	\$595.00	0.3	\$178.50
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss the tax implications of new proposed transactions and assumptions from Cleary and PwC related to related to Sears Reinsurance, Kmart Corporation, and the 1.1502-11 calculation.	\$595.00	2.3	\$1,368.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) to discuss the validity and tax impact of certain assumptions underlying stock basis estimates.	\$325.00	0.3	\$97.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, J. Forrest, W. Pauls, B. Baily, and M. Schreiber (all Deloitte) regarding tax implications of liquidating Sears Reinsurance Company Ltd.	\$325.00	0.4	\$130.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss the tax implications of new assumptions from Cleary and PwC related to intercompany payable and receive	\$325.00	0.8	\$260.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/06/2019				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) regarding circular stock basis adjustments.	\$325.00	0.6	\$195.00
Chatten, Colin	Internal regroup call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding stock basis analysis following discussions with Cleary and PwC regarding the same.	\$325.00	0.3	\$97.50
Chatten, Colin	Call with J. Allegretti, S. Fielding, B. Collins, J. Forrest, M. Schreiber, B. Baily, M. Butler, M. Huston, K. Corrigan, M. Browning, E. Tzavelis (all Deloitte), Weil, Cleary, and PwC to discuss the status of the stock basis study.	\$325.00	0.8	\$260.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, J. Allegretti, J. Forrest, W. Pauls, B. Baily, and M. Schreiber (all Deloitte) regarding tax implications of liquidating Sears Reinsurance Company Ltd.	\$975.00	0.4	\$390.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, J. Allegretti, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss the tax implications of new assumptions from Cleary and PwC related to intercompany payable and receiva	\$975.00	0.8	\$780.00
Collins, Bryan	Internal regroup call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, J. Allegretti, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding stock basis analysis following discussions with Cleary and PwC regarding the same.	\$975.00	0.3	\$292.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/06/2019				
Collins, Bryan	Call with J. Allegretti and M. Butler (both Deloitte) to discuss impact of Sears Reinsurance liquidation and corresponding worthless stock deduction on the Treas. Reg. Section 1.1502-11 calculation.	\$975.00	0.1	\$97.50
Collins, Bryan	Call with J. Allegretti, C. Chatten, S. Fielding, J. Forrest, M. Schreiber, B. Baily, M. Butler, M. Huston, K. Corrigan, M. Browning, E. Tzavelis (all Deloitte), Weil, Cleary, and PwC to discuss the status of the stock basis study.	\$975.00	0.8	\$780.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) regarding circular stock basis adjustments.	\$975.00	0.6	\$585.00
Collins, Bryan	Review and research application of Treas. Reg. Section 1.1502-11(c) to tax attribute reduction model.	\$975.00	2.1	\$2,047.50
Collins, Bryan	Review updated draft of tax consequences of taxable liquidation of Sears Reinsurance.	\$975.00	1.1	\$1,072.50
Collins, Bryan	Call with E. Tzavelis, B. Sullivan, T. Hermanson, S. Fielding, M. Schreiber, B. Baily, and M. Browning (all Deloitte) to discuss state tax planning surrounding sale of MTNs to Cyrus.	\$975.00	0.8	\$780.00
Corrigan, Kevin	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss the validity and tax impact of certain assumptions underlying stock basis estimates.	\$595.00	0.3	\$178.50
Corrigan, Kevin	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, and M. Huston (all Deloitte) regarding circular stock basis adjustments.	\$595.00	0.6	\$357.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/06/2019				
Corrigan, Kevin	Call with J. Allegretti, C. Chatten, S. Fielding, B. Collins, J. Forrest, M. Schreiber, B. Baily, M. Butler, M. Huston, M. Browning, E. Tzavelis (all Deloitte), Weil, Cleary, and PwC to discuss the status of the stock basis study.	\$595.00	0.8	\$476.00
Corrigan, Kevin	Call with M. Huston (Deloitte) to discuss inside and outside basis differences.	\$595.00	1.0	\$595.00
Espinola, Jonathan	Revise state tax attribute reduction model pursuant to new separate entity information provided by client.	\$595.00	0.9	\$535.50
Espinola, Jonathan	Draft additional revisions to state attribute reduction model to prepare for additional scenarios.	\$595.00	0.7	\$416.50
Espinola, Jonathan	Review latest revisions to state tax attribute reduction model.	\$595.00	1.5	\$892.50
Espinola, Jonathan	Prepare revisions to state attribute reduction model pursuant to suggestions from M. Paxton (Deloitte).	\$595.00	1.7	\$1,011.50
Fielding, Stephen	Call with E. Tzavelis, J. Allegretti, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding status of latest revisions to tax attribute reduction model.	\$595.00	0.8	\$476.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) regarding circular stock basis adjustments.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, J. Allegretti, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) to discuss the validity and tax impact of certain assumptions underlying stock basis estimates.	\$595.00	0.3	\$178.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/06/2019				
Fielding, Stephen	Call with E. Tzavelis, B. Collins, B. Sullivan, T. Hermanson, B. Baily, M. Schreiber, and M. Browning (all Deloitte) to discuss state tax planning surrounding sale of MTNs to Cyrus.	\$595.00	0.8	\$476.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, W. Pauls, B. Baily, and M. Schreiber (all Deloitte) regarding tax implications of liquidating Sears Reinsurance Company Ltd.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with J. Allegretti, C. Chatten, B. Collins, J. Forrest, M. Schreiber, B. Baily, M. Butler, M. Huston, K. Corrigan, M. Browning, E. Tzavelis (Deloitte), Weil, Cleary, and PwC to discuss the status of the stock basis study.	\$595.00	0.8	\$476.00
Fielding, Stephen	Internal regroup call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding stock basis analysis following discussions with Cleary and PwC regarding the same.	\$595.00	0.3	\$178.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, B. Baily, B. Sullivan, M. Harper, and S. LaFave (all Deloitte) regarding status of emergence transaction structure deck.	\$975.00	0.9	\$877.50
Forrest, Jonathan	Internal regroup call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, and M. Schreiber (all Deloitte) regarding stock basis analysis following discussions with Cleary and PwC regarding the same.	\$975.00	0.3	\$292.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/06/2019				
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, W. Pauls, B. Baily, and M. Schreiber (all Deloitte) regarding tax implications of liquidating Sears Reinsurance Company Ltd.	\$975.00	0.4	\$390.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) to discuss the validity and tax impact of certain assumptions underlying stock basis estimates.	\$975.00	0.3	\$292.50
Forrest, Jonathan	Review attribute reduction model and stock basis analysis to prepare for upcoming discussions with Cleary and PwC.	\$975.00	2.2	\$2,145.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, and M. Schreiber (all Deloitte) to discuss the tax implications of new assumptions from Cleary and PwC related to intercompany payable and receiva	\$975.00	0.8	\$780.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) regarding circular stock basis adjustments.	\$975.00	0.6	\$585.00
Forrest, Jonathan	Call with J. Allegretti, C. Chatten, S. Fielding, B. Collins, M. Schreiber, B. Baily, M. Butler, M. Huston, K. Corrigan, M. Browning, E. Tzavelis (all Deloitte), Weil, Cleary, and PwC to discuss the status of the stock basis study.	\$975.00	0.8	\$780.00
Huston, Michael	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) regarding circular stock basis adjustments.	\$850.00	0.6	\$510.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/06/2019				
Huston, Michael	Call with J. Allegretti, C. Chatten, S. Fielding, B. Collins, J. Forrest, M. Schreiber, B. Baily, M. Butler, K. Corrigan, M. Browning, E. Tzavelis (all Deloitte), Weil, Cleary, and PwC to discuss the status of the stock basis study.	\$850.00	0.8	\$680.00
Huston, Michael	Call with K. Corrigan (Deloitte) to discuss inside and outside basis differences.	\$850.00	1.0	\$850.00
Pauls, William	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding tax implications of liquidating Sears Reinsurance Company Ltd.	\$975.00	0.4	\$390.00
Pauls, William	Prepare summary analysis and email correspondence to B. Collins (Deloitte) regarding tax implications of Sears Reinsurance Company, Ltd. liquidation.	\$975.00	4.8	\$4,680.00
Schreiber, Mendy	Call with E. Tzavelis, B. Collins, B. Sullivan, T. Hermanson, S. Fielding, B. Baily, and M. Browning (all Deloitte) to discuss state tax planning surrounding sale of MTNs to Cyrus.	\$450.00	0.8	\$360.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, J. Forrest, B. Baily, and K. Corrigan (all Deloitte) to discuss the validity and tax impact of certain assumptions underlying stock basis estimates.	\$450.00	0.3	\$135.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily (all Deloitte) to discuss the tax implications of new assumptions from Cleary and PwC related to intercompany payable and receivable ba	\$450.00	0.8	\$360.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/06/2019				
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, K. Corrigan, and M. Huston (all Deloitte) regarding circular stock basis adjustments.	\$450.00	0.6	\$270.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, W. Pauls, and B. Baily (all Deloitte) regarding tax implications of liquidating Sears Reinsurance Company Ltd.	\$450.00	0.4	\$180.00
Schreiber, Mendy	Call with J. Allegretti, C. Chatten, S. Fielding, B. Collins, J. Forrest, B. Baily, M. Butler, M. Huston, K. Corrigan, M. Browning, E. Tzavelis (all Deloitte), Weil, Cleary, and PwC to discuss the status of the stock basis study.	\$450.00	0.8	\$360.00
Schreiber, Mendy	Research application of Treas. Reg. Sections 1.1502-11(c) and 1.1502-28 to tax attribute reduction model.	\$450.00	2.5	\$1,125.00
Schreiber, Mendy	Internal regroup call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily (all Deloitte) regarding stock basis analysis following discussions with Cleary and PwC regarding the same.	\$450.00	0.3	\$135.00
Sullivan, Brian	Call with E. Tzavelis, B. Collins, T. Hermanson, S. Fielding, B. Baily, M. Schreiber, and M. Browning (all Deloitte) discussing state tax planning surrounding sale of MTNs to Cyrus.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with J. Allegretti and M. Butler (both Deloitte) to discuss status of tax attribute reduction model and other open items to begin drafting in relation to the model.	\$850.00	0.3	\$255.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/06/2019				
Tzavelis, Elias	Call with J. Allegretti, C. Chatten, S. Fielding, B. Collins, J. Forrest, M. Schreiber, B. Baily, M. Butler, M. Huston, K. Corrigan, M. Browning (all Deloitte), Weil, Cleary, and PwC to discuss the status of the stock basis study.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with B. Collins, B. Sullivan, T. Hermanson, S. Fielding, B. Baily, M. Schreiber, and M. Browning (all Deloitte) to discuss state tax planning surrounding sale of MTNs to Cyrus.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with S. Fielding, J. Allegretti, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss the tax implications of new assumptions from Cleary and PwC related to intercompany payable and receivab	\$850.00	0.8	\$680.00
Tzavelis, Elias	Internal regroup call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding stock basis analysis following discussions with Cleary and PwC regarding the same.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, J. Allegretti, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) to discuss the validity and tax impact of certain assumptions underlying stock basis estimates.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, J. Forrest, B. Baily, B. Sullivan, M. Harper, and S. LaFave (all Deloitte) regarding status of emergence transaction structure deck.	\$850.00	0.9	\$765.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/06/2019				
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, W. Pauls, B. Baily, and M. Schreiber (all Deloitte) regarding tax implications of liquidating Sears Reinsurance Company Ltd.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) regarding circular stock basis adjustments.	\$850.00	0.6	\$510.00
02/07/2019				
Allegretti, Joe	Review the new intercompany detail provided by Sears tax team last week and attempt to understand the differences and parties to the intercompany balances compared to prior versions.	\$325.00	0.2	\$65.00
Allegretti, Joe	Review the updated detail provided by Sears tax team related to ceratin unsecured liabilities for purposes of the cancellation of debt calculation in the tax attribute reduction model.	\$325.00	3.0	\$975.00
Allegretti, Joe	Continue to review the updated detail provided by Sears tax team related to ceratin unsecured liabilities for purposes of the cancellation of debt calculation in the tax attribute reduction model.	\$325.00	4.1	\$1,332.50
Allegretti, Joe	Call with S. Fielding, C. Chatten, and M. Browning (all Deloitte) regarding updated financial and intercompany balance information received from Debtor accounting and tax team.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss updates to the tax attribute reduction model related to the timing and nature of Sears Reinsurance Company's worthless stock deduction.	\$325.00	0.8	\$260.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/07/2019				
Allegretti, Joe	Call with M. Browning (Deloitte) to discuss summary explanation of assumptions made in tax attribute reduction model.	\$325.00	1.4	\$455.00
Allegretti, Joe	Call with S. Fielding (Deloitte) to discuss intercompany balances, unsecured liabilities, and approach to drafting summary explanation of assumptions made in tax attribute reduction model.	\$325.00	0.2	\$65.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding status of tax attribute reduction model and summary explanation of assumptions.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to assess potential excess loss accounts at certain subsidiaries in new emergence transaction structure alternatives	\$325.00	1.2	\$390.00
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and M. Schreiber (all Deloitte) to assess potential excess loss accounts at certain subsidiaries in new emergence transaction structure alternat	\$595.00	1.2	\$714.00
Baily, Brianna	Review attribute reduction examples in consolidated tax return regulations to assess whether calculations in tax attribute reduction model comply with such regulations.	\$595.00	0.8	\$476.00
Browning, Maria	Call with J. Allegretti (Deloitte) to discuss summary explanation of assumptions made in the tax attribute reduction model.	\$450.00	1.4	\$630.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/07/2019				
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to assess potential excess loss accounts at certain subsidiaries in new emergence transaction structure alternative	\$450.00	1.2	\$540.00
Browning, Maria	Call with S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) regarding updated financial and intercompany balance information received from Debtor accounting and tax team.	\$450.00	0.6	\$270.00
Browning, Maria	Continue to draft summary of assumptions made in tax attribute reduction model pursuant to request from Cleary and PwC.	\$450.00	1.1	\$495.00
Browning, Maria	Draft summary of assumptions made in tax attribute reduction model pursuant to request from Cleary and PwC.	\$450.00	2.8	\$1,260.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding status of tax attribute reduction model and summary explanation of assumptions.	\$450.00	0.5	\$225.00
Browning, Maria	Meeting with C. Chatten (Deloitte) regarding status of outstanding workstreams.	\$450.00	0.4	\$180.00
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss updates to the tax attribute reduction model related to the timing and nature of Sears Reinsurance Company's worthless stock deduction.	\$595.00	0.8	\$476.00
Butler, Mike	Review US federal income tax model for additional scenarios.	\$595.00	2.9	\$1,725.50
Butler, Mike	Review updates made to the US federal income tax model.	\$595.00	2.9	\$1,725.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/07/2019				
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to assess potential excess loss accounts at certain subsidiaries in new emergence transaction structure alternat	\$595.00	1.2	\$714.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) regarding status of tax attribute reduction model and summary explanation of assumptions.	\$595.00	0.5	\$297.50
Chatten, Colin	Compare updated intercompany balance information provided by debtor tax & accounting team to prior information regarding the same.	\$325.00	2.9	\$942.50
Chatten, Colin	Meeting with M. Browning (Deloitte) regarding status of outstanding workstreams.	\$325.00	0.4	\$130.00
Chatten, Colin	Call with S. Fielding, M. Browning, and J. Allegretti (all Deloitte) regarding updated financial and intercompany balance information received from Debtor accounting and tax team.	\$325.00	0.6	\$195.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) regarding status of tax attribute reduction model and summary explanation of assumptions.	\$325.00	0.5	\$162.50
Collins, Bryan	Review Treas. Reg. Section 1.1502-11 (c) regulations and application to tax attribute reduction model.	\$975.00	2.3	\$2,242.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to assess potential excess loss accounts at certain subsidiaries in new emergence transaction structure alternativ	\$975.00	1.2	\$1,170.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/07/2019				
Espinola, Jonathan	Revise to state tax attribute reduction model to reflect state tax attribute reduction at additional entities per updated federal model.	\$595.00	1.1	\$654.50
Fielding, Stephen	Call with M. Browning, C. Chatten, and J. Allegretti (all Deloitte) regarding updated financial and intercompany balance information received from Debtor accounting and tax team.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to assess potential excess loss accounts at certain subsidiaries in new emergence transaction structure alternative	\$595.00	1.2	\$714.00
Fielding, Stephen	Call with J. Allegretti (Deloitte) to discuss intercompany balances, unsecured liabilities, and approach to drafting summary explanation of assumptions made in tax attribute reduction model.	\$595.00	0.2	\$119.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding status of tax attribute reduction model and summary explanation of assumptions.	\$595.00	0.5	\$297.50
Fielding, Stephen	Update tax attribute reduction model for various proposed scenarios.	\$595.00	1.9	\$1,130.50
Forrest, Jonathan	Review tax attribute reduction model to assess whether calculations contained therein are in accordance with Treas. Reg. Sections 1.1502-11 and -28.	\$975.00	1.3	\$1,267.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, and M. Schreiber (all Deloitte) to assess potential excess loss accounts at certain subsidiaries in new emergence transaction structure alternativ	\$975.00	1.2	\$1,170.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/07/2019				
Omar, Fatin	Review transfer tax forms provided by Sears tax team.	\$725.00	0.3	\$217.50
Pauls, William	Draft correspondence to B. Collins (Deloitte) concerning liquidation of Sears Reinsurance Company, Ltd.	\$975.00	0.3	\$292.50
Schreiber, Mendy	Research application of Treas. Reg. Sections 1.1502-11(c) and 1.1502-28 to tax attribute reduction model.	\$450.00	2.0	\$900.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and B. Baily (all Deloitte) to assess potential excess loss accounts at certain subsidiaries in new emergence transaction structure alternatives	\$450.00	1.2	\$540.00
Sullivan, Brian	Review revised state tax attribute reduction model.	\$850.00	1.4	\$1,190.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to assess potential excess loss accounts at certain subsidiaries in new emergence transaction structure alternativ	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding status of tax attribute reduction model and summary explanation of assumptions.	\$850.00	0.5	\$425.00
02/08/2019				
Allegretti, Joe	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, M. Lew, and S. Gerlach (all Deloitte) regarding creditor recovery figures for unsecured liabilities.	\$325.00	0.5	\$162.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/08/2019				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest (all Deloitte), and Debtor tax team regarding mechanics of emergence transaction and estimates of tax implications arising therefrom.	\$325.00	1.3	\$422.50
Allegretti, Joe	Call with J. Dempsey and M. Butler (both Deloitte) to adjust the Treas. Reg. Section 1.1502-11 calculation for worthless stock deductions.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss updates to the Treas. Reg. Section 1.1502-11 calculation in the tax attribute reduction model.	\$325.00	0.7	\$227.50
Allegretti, Joe	Update the net operating loss and capital loss tabs and formulas to eliminate circular references in the tax attribute reduction model.	\$325.00	1.2	\$390.00
Allegretti, Joe	Update the Treas. Reg. Section 1.1502-11 calculation in the tax attribute reduction model for the allocation of Sears Roebuck and Kmart liabilities.	\$325.00	3.5	\$1,137.50
Browning, Maria	Continue to draft summary of assumptions made in tax attribute reduction model pursuant to request from Cleary and PwC.	\$450.00	7.4	\$3,330.00
Browning, Maria	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, M. Lew, and S. Gerlach (all Deloitte) regarding creditor recovery figures for unsecured liabilities.	\$450.00	0.5	\$225.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest (all Deloitte), and Debtor tax team regarding mechanics of emergence transaction and estimates of tax implications arising therefrom.	\$450.00	1.3	\$585.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/08/2019				
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest (all Deloitte), and Debtor tax team regarding mechanics of emergence transaction and estimates of tax implications arising therefrom.	\$595.00	1.3	\$773.50
Butler, Mike	Review tax attribute reduction model for new scenarios proposed by Cleary and PwC.	\$595.00	2.9	\$1,725.50
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss updates to the Treas. Reg. Section 1.1502-11 calculation in the tax attribute reduction model.	\$595.00	0.7	\$416.50
Butler, Mike	Call with J. Allegretti and J. Dempsey (both Deloitte) to adjust the Treas. Reg. Section 1.1502-11 calculation for worthless stock deductions.	\$595.00	0.5	\$297.50
Butler, Mike	Call with S. Fielding, M. Browning, C. Chatten, J. Allegretti, M. Lew, and S. Gerlach (all Deloitte) regarding creditor recovery figures for unsecured liabilities.	\$595.00	0.5	\$297.50
Butler, Mike	Review revised Treas. Reg. Section 1.1502-11 calculation in the tax attribute reduction model.	\$595.00	2.2	\$1,309.00
Chatten, Colin	Call with S. Fielding, M. Browning, M. Butler, J. Allegretti, M. Lew, and S. Gerlach (all Deloitte) regarding creditor recovery figures for unsecured liabilities.	\$325.00	0.5	\$162.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, J. Forrest (all Deloitte), and Debtor tax team regarding mechanics of emergence transaction and estimates of tax implications arising therefrom.	\$325.00	1.3	\$422.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/08/2019				
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, J. Forrest (all Deloitte), and Debtor tax team regarding mechanics of emergence transaction and estimates of tax implications arising therefrom.	\$975.00	1.3	\$1,267.50
Dempsey, Jacob	Call with J. Allegretti and M. Butler (both Deloitte) to adjust the Treas. Reg. Section 1.1502-11 for worthless stock deductions.	\$595.00	0.5	\$297.50
Dempsey, Jacob	Review Treasury Regulation Section 1.1502-11 calculation in the tax attribute reduction model to prepare for discussions regarding the same with M. Butler and J. Allegretti (both Deloitte).	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review transfer tax forms and prepare summary of analysis.	\$595.00	2.3	\$1,368.50
Espinola, Jonathan	Research New Jersey combined return reporting regime pertaining to net operating losses to incorporate into state tax attribute reduction model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Email correspondence to New Jersey technical lead, M. Bryan (Deloitte), regarding New Jersey net operating loss tracking in the new combined return regime.	\$595.00	0.2	\$119.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest (all Deloitte), and Debtor tax team regarding mechanics of emergence transaction and estimates of tax implications arising therefrom.	\$595.00	1.3	\$773.50
Fielding, Stephen	Call with M. Browning, C. Chatten, M. Butler, J. Allegretti, M. Lew, and S. Gerlach (all Deloitte) regarding creditor recovery figures for unsecured liabilities.	\$595.00	0.5	\$297.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/08/2019				
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins (all Deloitte), and Debtor tax team regarding mechanics of emergence transaction and estimates of tax implications arising therefrom.	\$975.00	0.5	\$487.50
Omar, Fatin	Review summary of transfer tax analysis prepared by J. Espinola (Deloitte).	\$725.00	1.0	\$725.00
Paxton, Michael	Research New Jersey tracking of net operating losses for state tax attribute reduction model.	\$725.00	0.2	\$145.00
Schreiber, Mendy	Research application of Treas. Reg. Sections 1.1502-11(c) and 1.1502-28 to tax attribute reduction model.	\$450.00	1.0	\$450.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest (Deloitte), and Debtor tax team regarding mechanics of emergence transaction and estimates of tax implications arising therefrom.	\$850.00	1.3	\$1,105.00
02/09/2019				
Browning, Maria	Continue to draft summary of assumptions made in tax attribute reduction model pursuant to request from Cleary and PwC.	\$450.00	1.8	\$810.00
Bryan, Michael	Review queries from J. Espinola (Deloitte) regarding New Jersey state tax treatment of net operating losses in tax years 2019 and onward.	\$975.00	0.3	\$292.50
Espinola, Jonathan	Draft revisions to transfer tax summary analysis.	\$595.00	1.1	\$654.50
Omar, Fatin	Review transfer tax forms and summary of analysis.	\$725.00	1.5	\$1,087.50
Sullivan, Brian	Review realty transfer tax documents for ESL transaction and provide comments to Weil.	\$850.00	1.9	\$1,615.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/10/2019				
Sullivan, Brian	Research treatment of net operating loss allocations for various states related to taxable loss arising from certain transactions on 2/3/19.	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Review tax attribute reduction model and summarize assumptions as requested by Cleary and PwC.	\$850.00	1.4	\$1,190.00
02/11/2019				
Allegretti, Joe	Revise the Treas. Reg. Section 1.1502-11 calculation in the tax attribute reduction model for certain adjustments to stock basis for new assumptions.	\$325.00	1.9	\$617.50
Allegretti, Joe	Build an entity by entity schedule of liabilities subject to compromise, adjusted for certain liabilities subject to IRC Section 108(e)(2).	\$325.00	2.2	\$715.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to review updates to the Treas. Reg. Section 1.1502-11 calculation in the tax attribute reduction model and discuss the liabilities subject to compromise detail.	\$325.00	1.8	\$585.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Sullivan, J. Espinola, and M. Paxton (all Deloitte) regarding analysis and modeling of state tax implications of emergence transactions.	\$325.00	0.9	\$292.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding summary of assumptions underlying tax attribute reduction model calculations.	\$325.00	1.1	\$357.50
Atwal, Justin	Perform data input for tax stock basis study.	\$325.00	3.0	\$975.00
Atwal, Justin	Continue to perform data input for tax stock basis study.	\$325.00	3.8	\$1,235.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/11/2019				
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Sullivan, J. Espinola, and M. Paxton (all Deloitte) regarding analysis and modeling of state tax implications of emergence transactions.	\$450.00	0.9	\$405.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding summary of assumptions underlying tax attribute reduction model calculations.	\$450.00	1.1	\$495.00
Browning, Maria	Meeting with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding summary of assumptions underlying tax attribute reduction model calculations.	\$450.00	0.5	\$225.00
Browning, Maria	Revise summary explanation of assumptions made in tax attribute reduction model.	\$450.00	4.2	\$1,890.00
Butler, Mike	Review the Treas. Reg. Section 1.1502-11 calculations in the tax attribute reduction model.	\$595.00	2.9	\$1,725.50
Butler, Mike	Meeting with J. Allegretti (Deloitte) to review updates to the Treas. Reg. Section 1.1502-11 calculation in the tax attribute reduction model and discuss the liabilities subject to compromise detail.	\$595.00	1.8	\$1,071.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) regarding summary of assumptions underlying tax attribute reduction model calculations.	\$595.00	1.1	\$654.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Sullivan, J. Espinola, and M. Paxton (all Deloitte) regarding analysis and modeling of state tax implications of emergence transactions.	\$595.00	0.9	\$535.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/11/2019				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Sullivan, J. Espinola, and M. Paxton (all Deloitte) regarding analysis and modeling of state tax implications of emergence transactions.	\$325.00	0.9	\$292.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) regarding summary of assumptions underlying tax attribute reduction model calculations.	\$325.00	1.1	\$357.50
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) regarding summary of assumptions underlying tax attribute reduction model calculations.	\$325.00	0.5	\$162.50
Corrigan, Kevin	Compile more detailed comparative balance sheets based on new historic trial balances provided by Sears tax and accounting teams.	\$595.00	4.1	\$2,439.50
Espinola, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, J. Allegretti, B. Sullivan, and M. Paxton (all Deloitte) regarding analysis and modeling of state tax implications of emergence transactions.	\$595.00	0.9	\$535.50
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, and C. Chaten (all Deloitte) regarding summary of assumptions underlying tax attribute reduction model calculations.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chaten, M. Butler, J. Allegretti, B. Sullivan, J. Espinola, and M. Paxton (all Deloitte) regarding analysis and modeling of state tax implications of emergence transactions.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chaten, M. Butler, and J. Allegretti (all Deloitte) regarding summary of assumptions underlying tax attribute reduction model calculations.	\$595.00	1.1	\$654.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/11/2019				
Hospodarsky, Sara	Review data input for tax stock basis study performed by J. Atwal (Deloitte).	\$325.00	0.8	\$260.00
Paxton, Michael	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Sullivan, and J. Espinola (all Deloitte) regarding analysis and modeling of state tax implications of emergence transactions.	\$725.00	0.9	\$652.50
Schreiber, Mendy	Review the Treas. Reg. Section 1.1502-11 calculations in the tax attribute reduction model.	\$450.00	2.2	\$990.00
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Espinola, and M. Paxton (all Deloitte) regarding analysis and modeling of state tax implications of emergence transactions.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, and C. Chatten (all Deloitte) regarding summary of assumptions underlying tax attribute reduction model calculations.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Sullivan, J. Espinola, and M. Paxton (all Deloitte) regarding analysis and modeling of state tax implications of emergence transactions.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding summary of assumptions underlying tax attribute reduction model calculations.	\$850.00	1.1	\$935.00
02/12/2019				
Allegretti, Joe	Call with M. Browning, C. Chatten, M. Butler, B. Sullivan, J. Espinola, and M. Paxton (all Deloitte) regarding state tax projections under new alternative emergence transaction structures.	\$325.00	0.2	\$65.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/12/2019				
Allegretti, Joe	Mak edits and comment on the draft assumptions document related to the Sears reorganization transaction and the corresponding tax attribute reduction model.	\$325.00	3.0	\$975.00
Allegretti, Joe	Make minor updates to the tax attribute reduction model to update for the movement of Kmart corporation's stock basis in subsidiaries.	\$325.00	0.6	\$195.00
Allegretti, Joe	Meet with M. Butler (Deloitte) to update the tax attribute reduction model for alternative scenarios requested by Cleary and PwC.	\$325.00	0.8	\$260.00
Allegretti, Joe	Update the tax attribute reduction model for new scenarios requested by Cleary and PwC in preparation for discussions with Deloitte state tax team.	\$325.00	2.5	\$812.50
Atwal, Justin	Perform data input for Sears stock basis study.	\$325.00	6.5	\$2,112.50
Baily, Brianna	Review correspondence related to reviewing attribute reduction model and associated meeting.	\$595.00	0.7	\$416.50
Browning, Maria	Call with C. Chatten, M. Butler, J. Allegretti, B. Sullivan, J. Espinola, and M. Paxton (all Deloitte) regarding state tax projections under new alternative emergence transaction structures.	\$450.00	0.2	\$90.00
Browning, Maria	Continue to draft summary explanation of assumptions made in tax attribute reduction model pursuant to request from Cleary and PwC.	\$450.00	8.4	\$3,780.00
Butler, Mike	Meet with J. Allegretti (Deloitte) to update the tax attribute reduction model for alternative scenarios requested by Cleary and PwC.	\$595.00	0.8	\$476.00
Butler, Mike	Call with M. Browning, C. Chatten, J. Allegretti, B. Sullivan, J. Espinola, and M. Paxton (all Deloitte) regarding state tax projections under new alternative emergence transactions structures.	\$595.00	0.2	\$119.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/12/2019				
Butler, Mike	Review updates to the tax attribute reduction model for new scenarios requested by Cleary and PwC.	\$595.00	2.9	\$1,725.50
Butler, Mike	Review Treas. Reg. Section 1.1502-11 calculations for new scenarios in the tax attribute reduction model.	\$595.00	2.9	\$1,725.50
Chatten, Colin	Compile list of going out of business ("GOB") and operating stores from court documents to provide to Deloitte audit team.	\$325.00	0.7	\$227.50
Chatten, Colin	Call with M. Browning, M. Butler, J. Allegretti, B. Sullivan, J. Espinola, and M. Paxton (all Deloitte) regarding state tax projections under new alternative emergence transaction structures.	\$325.00	0.2	\$65.00
Corrigan, Kevin	Discuss stock basis study with M. Huston (Deloitte).	\$595.00	1.3	\$773.50
Corrigan, Kevin	Update tax stock basis study for new historical trial balance data entered by J. Atwal (Deloitte).	\$595.00	3.5	\$2,082.50
Espinola, Jonathan	Call with M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Sullivan, and M. Paxton (all Deloitte) regarding state tax projections under new alternative emergence transaction structures	\$595.00	0.2	\$119.00
Espinola, Jonathan	Call with M. Paxton (Deloitte) regarding state tax attribute reduction model revisions.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Additional revisions to state attribute reduction model in anticipation of updated federal model.	\$595.00	0.7	\$416.50
Espinola, Jonathan	Review updated federal tax attribute reduction model and incorporate recent changes into the state tax attribute reduction model.	\$595.00	2.1	\$1,249.50
Huston, Michael	Discuss stock basis study with K. Corrigan (Deloitte).	\$850.00	1.3	\$1,105.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/12/2019				
Huston, Michael	Analyze updated comparisons of stock and asset basis to identify most worthwhile companies to address in detail as work on additional reconciliations progresses.	\$850.00	0.6	\$510.00
Paxton, Michael	Call with J. Espinola (Deloitte) regarding state tax attribute reduction model revisions.	\$725.00	0.3	\$217.50
Paxton, Michael	Call with M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Sullivan, and J. Espinola (all Deloitte) regarding state tax projections under new alternative emergence transaction structures.	\$725.00	0.2	\$145.00
Sullivan, Brian	Call with M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Espinola, and M. Paxton (all Deloitte) regarding state tax projections under new alternative emergence transaction structures.	\$850.00	0.2	\$170.00
02/13/2019				
Allegretti, Joe	Assess whether summary of model assumptions documents contains all assumptions in the tax attribute reduction model.	\$325.00	1.9	\$617.50
Allegretti, Joe	Remove irrelevant and/or dated information from the tax attribute reduction model.	\$325.00	1.3	\$422.50
Allegretti, Joe	Call with M. Butler, M. Schreiber, and B. Baily (all Deloitte) to discuss the functionality of the tax attribute reduction model and source information.	\$325.00	0.7	\$227.50
Atwal, Justin	Perform data input for Sears basis study.	\$325.00	3.7	\$1,202.50
Atwal, Justin	Continue to perform data input for Sears basis study.	\$325.00	5.3	\$1,722.50
Baily, Brianna	Draft outline summarizing examples in Treasury Regulation Sections 1502-11, -28, and -32.	\$595.00	1.8	\$1,071.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/13/2019				
Baily, Brianna	Call with J. Allegretti, M. Butler, and M. Schreiber (all Deloitte) to discuss the functionality of the tax attribute reduction model and source information.	\$595.00	0.7	\$416.50
Baily, Brianna	Review correspondence related to Sears Reinsurance tax basis and taxable income amounts.	\$595.00	0.4	\$238.00
Baily, Brianna	Meeting with M. Schreiber (Deloitte) to discuss new transaction structures the tax attribute reduction model.	\$595.00	1.5	\$892.50
Browning, Maria	Continue to draft summary explanation of assumptions made in tax attribute reduction model pursuant to request from Cleary and PwC.	\$450.00	5.4	\$2,430.00
Butler, Mike	Call with J. Allegretti, M. Schreiber, and B. Baily (all Deloitte) to discuss the functionality of the tax attribute reduction model and source information.	\$595.00	0.7	\$416.50
Butler, Mike	Review new scenarios in tax attribute reduction model requested by Cleary and PwC.	\$595.00	2.9	\$1,725.50
Butler, Mike	Review application of Treas. Reg. Section 1.1502-11 calculation to new scenarios requested by PwC and Cleary in the tax attribute reduction model.	\$595.00	2.9	\$1,725.50
Collins, Bryan	Discuss dual consolidated loss and separate return limitation year issues related to Sears Reinsurance Company, Ltd. with J. Forrest and W. Pauls (both Deloitte).	\$975.00	0.8	\$780.00
Collins, Bryan	Review consolidated tax return regulations applicable to Sears Reinsurance Company, Ltd. to prepare for discussions with J. Forrest and W. Pauls (both Deloitte).	\$975.00	2.2	\$2,145.00
Corrigan, Kevin	Discuss tax stock basis study with M. Huston (Deloitte).	\$595.00	0.3	\$178.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/13/2019				
Corrigan, Kevin	Continue to analyze new comparative balance sheets to reconcile differences between inside asset basis and stock basis.	\$595.00	2.3	\$1,368.50
Corrigan, Kevin	Compile more detailed comparative balance sheets based on new historic trial balances provided by Sears tax and accounting teams.	\$595.00	2.1	\$1,249.50
Corrigan, Kevin	Analyze new comparative balance sheets to reconcile differences between inside asset basis and stock basis.	\$595.00	3.0	\$1,785.00
Espinola, Jonathan	Research regarding District of Columbia's conformity to Treas. Reg. Section 1.1502-28.	\$595.00	0.8	\$476.00
Espinola, Jonathan	Research regarding Rhode Island's conformity to Treas. Reg. Section 1.1502-28.	\$595.00	0.9	\$535.50
Espinola, Jonathan	Research regarding Texas' conformity to Treas. Reg. Section 1.1502-28.	\$595.00	0.9	\$535.50
Forrest, Jonathan	Discuss dual consolidated loss and separate return limitation year issues related to Sears Reinsurance Company, Ltd. with B. Collins and W. Pauls (both Deloitte).	\$975.00	0.8	\$780.00
Huston, Michael	Discuss tax stock basis study with K. Corrigan (Deloitte).	\$850.00	0.3	\$255.00
Omar, Fatin	Review correspondence regarding status of transfer tax analysis.	\$725.00	0.2	\$145.00
Pauls, William	Discuss dual consolidated loss and separate return limitation year issues related to Sears Reinsurance Company, Ltd. with B. Collins and J. Forrest (both Deloitte).	\$975.00	0.8	\$780.00
Pauls, William	Review background materials, correspondence, and tax authorities related to certain transactions involving Sears Reinsurance Company, Ltd to prepare for discussions with B. Collins and J. Forrest (both Deloitte).	\$975.00	1.2	\$1,170.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
02/13/2019				
Paxton, Michael	Review new scenarios in the state tax attribute reduction model.	\$725.00	0.3	\$217.50
Schreiber, Mendy	Review email correspondence and related tax authorities regarding application of dual consolidated loss rules to Sears Reinsurance Company Ltd.'s bad debt deduction.	\$450.00	0.5	\$225.00
Schreiber, Mendy	Call with J. Allegretti, M. Butler, and B. Baily (all Deloitte) to discuss the functionality of the tax attribute reduction model and source information.	\$450.00	0.7	\$315.00
Schreiber, Mendy	Meeting with B. Baily (Deloitte) to discuss new transaction structures in the tax attribute reduction model.	\$450.00	1.5	\$675.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, and B. Sullivan (all Deloitte) regarding intercompany payable and receivable balances and timing of cancellation of indebtedness income.	\$850.00	1.2	\$1,020.00
02/14/2019				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Forrest, B. Collins, I. Halpern, W. Pauls, R. Bowen, and B. Baily (all Deloitte) regarding requests from PwC on insurance-related aspects of the emergence transaction.	\$325.00	1.0	\$325.00
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss updates to the tax attribute model for the treatment of the liquidation of Sears Reinsurance Company Ltd.	\$325.00	0.4	\$130.00
Allegretti, Joe	Review updates to tax attribute reduction model and corresponding document summarizing model assumptions.	\$325.00	2.7	\$877.50
Allegretti, Joe	Update the tax attribute reduction model for the Sears Reinsurance liquidation.	\$325.00	1.7	\$552.50
Atwal, Justin	Prepare revenue agent report analysis for stock basis study.	\$325.00	2.8	\$910.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/14/2019				
Atwal, Justin	Prepare inside asset basis calculations for stock basis study.	\$325.00	2.9	\$942.50
Atwal, Justin	Continue working on data input for Sears basis study.	\$325.00	0.3	\$97.50
Baily, Brianna	Research into income, assets, and liabilities for potential insurance subsidiaries of Sears.	\$595.00	1.6	\$952.00
Baily, Brianna	Review correspondence related to status and mechanics of transfer of assets and liabilities of Sears Reinsurance Company	\$595.00	0.4	\$238.00
Baily, Brianna	Meeting M. Schreiber (Deloitte) to discuss application of dual consolidated loss rules to the tax attribute reduction model.	\$595.00	0.7	\$416.50
Baily, Brianna	Meeting with B. Collins and M. Schreiber (both Deloitte) to discuss the tax attribute reduction model.	\$595.00	0.5	\$297.50
Baily, Brianna	Review changes made to tax attribute reduction model to account for taxable asset transfer occurring in a different tax year.	\$595.00	0.6	\$357.00
Baily, Brianna	Review correspondence related to Sears Reinsurance liquidation basis	\$595.00	1.0	\$595.00
Baily, Brianna	Compare calculations in tax attribute reduction model against examples in Treas. Reg. Section 1.1502-11.	\$595.00	1.8	\$1,071.00
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Collins, I. Halpern, W. Pauls, and R. Bowen (all Deloitte) regarding requests from PwC on insurance-related aspects of the emergence transaction.	\$595.00	1.0	\$595.00
Baily, Brianna	Search court docket and email correspondence for asset purchase agreement related to Sears Reinsurance Company.	\$595.00	0.8	\$476.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/14/2019				
Baily, Brianna	Analyze Sears Reinsurance basis calculations in tax attribute reduction model.	\$595.00	0.8	\$476.00
Bowen, Ryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Collins, I. Halpern, W. Pauls, and B. Baily (all Deloitte) regarding requests from PwC on insurance-related aspects of the emergence transaction.	\$595.00	1.0	\$595.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Collins, I. Halpern, W. Pauls, R. Bowen, and B. Baily (all Deloitte) regarding requests from PwC on insurance-related aspects of the emergence transaction.	\$450.00	1.0	\$450.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) to consider the interaction of dual consolidated loss and separate return limitation year rules with respect to Sears Reinsurance Company.	\$450.00	0.3	\$135.00
Browning, Maria	Meeting with E. Tzavelis and C. Chatten (both Deloitte) regarding requests from PwC.	\$450.00	1.0	\$450.00
Browning, Maria	Revise summary explanation of assumptions made in tax attribute reduction model pursuant to new assumptions provided by Cleary and PwC.	\$450.00	2.1	\$945.00
Butler, Mike	Review revised scenarios in the tax attribute reduction model.	\$595.00	2.9	\$1,725.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, J. Forrest, B. Collins, I. Halpern, W. Pauls, R. Bowen, and B. Baily (all Deloitte) regarding requests from PwC on insurance-related aspects of the emergence transaction.	\$595.00	1.0	\$595.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/14/2019				
Butler, Mike	Review revised Treas. Reg. Section 1.1502-11 calculations in the tax attribute reduction model.	\$595.00	2.2	\$1,309.00
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss updates to the tax attribute model for the treatment of the liquidation of Sears Reinsurance Company Ltd.	\$595.00	0.4	\$238.00
Chatten, Colin	Meeting with E. Tzavelis and M. Browning (both Deloitte) regarding requests from PwC.	\$325.00	1.0	\$325.00
Chatten, Colin	Review summary of assumptions in tax attribute reduction model.	\$325.00	2.3	\$747.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) to consider the interaction of dual consolidated loss and separate return limitation year rules with respect to Sears Reinsurance Company.	\$325.00	0.3	\$97.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, J. Forrest, B. Collins, I. Halpern, W. Pauls, R. Bowen, and B. Baily (all Deloitte) regarding requests from PwC on insurance-related aspects of the emergence transaction.	\$325.00	1.0	\$325.00
Chatten, Colin	Review asset purchase agreements and related documents for information regarding mechanics of transfer of assets and liabilities owned by Sears Reinsurance company Ltd.	\$325.00	1.2	\$390.00
Collins, Bryan	Review tax implications of new scenarios proposed by Cleary and PwC.	\$975.00	2.2	\$2,145.00
Collins, Bryan	Meeting with M. Schreiber and B. Baily (both Deloitte) to discuss the tax attribute reduction model.	\$975.00	0.5	\$487.50
Collins, Bryan	Discuss tax implications of certain transactions involving Sears Reinsurance Company, Ltd. with W. Pauls (Deloitte).	\$975.00	1.8	\$1,755.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/14/2019				
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, I. Halpern, W. Pauls, R. Bowen, and B. Baily (all Deloitte) regarding requests from PwC on insurance-related aspects of the emergence transaction.	\$975.00	1.0	\$975.00
Corrigan, Kevin	Assess impact of transactions involving intangible assets on the tax basis of Sears Brands Business Unit.	\$595.00	2.5	\$1,487.50
Corrigan, Kevin	Analyze new comparative balance sheets to reconcile differences between inside asset basis and stock basis.	\$595.00	0.9	\$535.50
Corrigan, Kevin	Update reconciliation workpapers to incorporate new detailed trial balances.	\$595.00	3.7	\$2,201.50
Corrigan, Kevin	Discussion with M. Huston (Deloitte) to compare tax stock basis study to separate entity balance sheets.	\$595.00	1.4	\$833.00
Corrigan, Kevin	Review historical tax returns to assess impact of prior distributions on the tax basis of Sears Reinsurance Company, Ltd.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) to consider the interaction of dual consolidated loss and separate return limitation year rules with respect to Sears Reinsurance Company.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Collins, I. Halpern, W. Pauls, R. Bowen, and B. Baily (all Deloitte) regarding requests from PwC on insurance-related aspects of the emergence transaction.	\$595.00	1.0	\$595.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/14/2019				
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, I. Halpern, W. Pauls, R. Bowen, and B. Baily (all Deloitte) regarding requests from PwC on insurance-related aspects of the emergence transaction.	\$975.00	1.0	\$975.00
Forrest, Jonathan	Review tax impact of change of timing of certain restructuring transactions.	\$975.00	1.1	\$1,072.50
Halpern, Irwin	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Forrest, B. Collins, J. Allegretti, W. Pauls, R. Bowen, and B. Baily (all Deloitte) regarding requests from PwC on insurance-related aspects of the emergence transaction.	\$850.00	1.0	\$850.00
Huston, Michael	Discussion with K. Corrigan (Deloitte) to compare tax stock basis study to separate entity balance sheets.	\$850.00	1.4	\$1,190.00
Pauls, William	Discuss tax implications of certain transactions involving Sears Reinsurance Company, Ltd. with B. Collins (Deloitte).	\$975.00	1.8	\$1,755.00
Pauls, William	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Collins, I. Halpern, R. Bowen, and B. Baily (all Deloitte) regarding requests from PwC on insurance-related aspects of the emergence transaction.	\$975.00	1.0	\$975.00
Schreiber, Mendy	Meeting with B. Collins and B. Baily (both Deloitte) to discuss the tax attribute reduction model.	\$450.00	0.5	\$225.00
Schreiber, Mendy	Meeting with B. Baily (Deloitte) to discuss application of dual consolidated loss rules to the tax attribute reduction model.	\$450.00	0.7	\$315.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/14/2019				
Tzavelis, Elias	Call with S. Fielding, M. Browning, and C. Chatten (all Deloitte) to consider the interaction of dual consolidated loss and separate return limitation year rules with respect to Sears Reinsurance Company.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Meeting with M. Browning and C. Chatten (both Deloitte) regarding requests from PwC.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Collins, I. Halpern, W. Pauls, R. Bowen, and B. Baily (all Deloitte) regarding requests from PwC on insurance-related aspects of the emergence transaction.	\$850.00	1.0	\$850.00
02/15/2019				
Allegretti, Joe	Revise certain tabs and outputs of the attribute reduction model to consider delivering to Client as a summary of the tax implications of various alternative emergence transaction structures contemplated by Cleary and PwC.	\$325.00	1.9	\$617.50
Allegretti, Joe	Review updates and edits in the tax model and transaction assumptions document and circulate updated versions to the Deloitte team.	\$325.00	2.2	\$715.00
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss updates to the tax attribute reduction model for FY2019 tax basis balance sheet amounts and updated intercompany balances.	\$325.00	0.1	\$32.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, M. Browning, B. Collins, J. Forrest, M. Schreiber (all Deloitte), and S. Goldring, M. Hoenig, and E. Remijan (all Weil) regarding tax treatment of insurance transactions.	\$325.00	0.8	\$260.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/15/2019				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler (all Deloitte) regarding latest version of tax attribute reduction model and summary of assumptions.	\$325.00	0.8	\$260.00
Allegretti, Joe	Call with E. Tzavelis, C. Chatten, M. Butler, M. Browning, B. Collins, and M. Schreiber (all Deloitte) regarding requests from Cleary and PwC.	\$325.00	0.3	\$97.50
Atwal, Justin	Prepare revenue agent report analysis for stock basis study.	\$325.00	3.3	\$1,072.50
Baily, Brianna	Review correspondence related to revisions to tax attribute reduction model.	\$595.00	0.4	\$238.00
Bowen, Ryan	Research strategies for preserving foreign tax credits following ESL asset purchase.	\$595.00	0.5	\$297.50
Browning, Maria	Read and analyze information request list received from PwC.	\$450.00	1.2	\$540.00
Browning, Maria	Call with E. Tzavelis, B. Collins (both Deloitte), and Sears tax team to discuss timing update for updating the tax attribute reduction model for new scenarios requested by Cleary and PwC.	\$450.00	0.3	\$135.00
Browning, Maria	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, B. Collins, and M. Schreiber (all Deloitte) regarding requests from Cleary and PwC.	\$450.00	0.3	\$135.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber (all Deloitte), and S. Goldring, M. Hoenig, and E. Remijan (all Weil) regarding tax treatment of insurance transactions.	\$450.00	0.8	\$360.00
Browning, Maria	Proofread updated document summarizing assumptions made in the tax attribute reduction model.	\$450.00	2.9	\$1,305.00
Browning, Maria	Review updates to summary of assumptions made in tax attribute reduction model.	\$450.00	2.9	\$1,305.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/15/2019				
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding latest version of tax attribute reduction model and summary of assumptions.	\$450.00	0.8	\$360.00
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss updates to the tax attribute reduction model for FY2019 tax basis balance sheet amounts and updated intercompany balances.	\$595.00	0.1	\$59.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest, M. Schreiber (all Deloitte), and S. Goldring, M. Hoenig, and E. Remijan (all Weil) regarding tax treatment of insurance transactions.	\$595.00	0.8	\$476.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) regarding latest version of tax attribute reduction model and summary of assumptions.	\$595.00	0.8	\$476.00
Butler, Mike	Call with E. Tzavelis, M. Browning, C. Chatten, J. Allegretti, B. Collins, and M. Schreiber (all Deloitte) regarding requests from Cleary and PwC.	\$595.00	0.3	\$178.50
Butler, Mike	Review revised scenarios requested by Cleary and PwC in the tax attribute reduction model.	\$595.00	2.9	\$1,725.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber (all Deloitte), and S. Goldring, M. Hoenig, and E. Remijan (all Weil) regarding tax treatment of insurance transactions.	\$325.00	0.8	\$260.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) regarding latest version of tax attribute reduction model and summary of assumptions.	\$325.00	0.8	\$260.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/15/2019				
Chatten, Colin	Call with E. Tzavelis, M. Browning, M. Butler, J. Allegretti, B. Collins, and M. Schreiber (all Deloitte) regarding requests from Cleary and PwC.	\$325.00	0.3	\$97.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, J. Allegretti, J. Forrest, M. Schreiber (all Deloitte), and S. Goldring, M. Hoenig, and E. Remijan (all Weil) regarding tax treatment of insurance transactions.	\$975.00	0.8	\$780.00
Collins, Bryan	Review PwC request list to consider potential responses.	\$975.00	1.2	\$1,170.00
Collins, Bryan	Call with E. Tzavelis, M. Browning (both Deloitte), and Sears tax team to discuss timing update for updating the model for new scenarios requested by PwC requests.	\$975.00	0.3	\$292.50
Collins, Bryan	Call with E. Tzavelis, M. Browning, C. Chaten, M. Butler, J. Allegretti, and M. Schreiber (all Deloitte) regarding requests from Cleary and PwC.	\$975.00	0.3	\$292.50
Espinola, Jonathan	Research regarding New Jersey's conformity to Treas. Reg. Section 1.1502-28.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chaten, M. Butler, and J. Allegretti (all Deloitte) regarding latest version of tax attribute reduction model and summary of assumptions.	\$595.00	0.8	\$476.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chaten, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber (all Deloitte), and S. Goldring, M. Hoenig, and E. Remijan (all Weil) regarding tax treatment of insurance transactions.	\$595.00	0.8	\$476.00
Forrest, Jonathan	Review new restructuring transactions and scenarios presented by Cleary and PwC.	\$975.00	0.6	\$585.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/15/2019				
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, M. Schreiber (all Deloitte), and S. Goldring, M. Hoenig, and E. Remijan (all Weil) regarding tax treatment of insurance transactions.	\$975.00	0.8	\$780.00
Paxton, Michael	Develop state tax attribute reduction template for deemed secured cancellation of indebtedness income.	\$725.00	2.1	\$1,522.50
Paxton, Michael	Develop state tax attribute reduction template for deemed unsecured cancellation of indebtedness income.	\$725.00	1.8	\$1,305.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest (all Deloitte), and S. Goldring, M. Hoenig, and E. Remijan (all Weil) regarding tax treatment of insurance transactions.	\$450.00	0.8	\$360.00
Schreiber, Mendy	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, and B. Collins (all Deloitte) regarding requests from Cleary and PwC.	\$450.00	0.3	\$135.00
Tzavelis, Elias	Call with M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, and M. Schreiber (all Deloitte) regarding requests from Cleary and PwC.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber (all Deloitte), and S. Goldring, M. Hoenig, and E. Remijan (all Weil) regarding tax treatment of insurance transactions.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding latest version of tax attribute reduction model and summary of assumptions.	\$850.00	0.8	\$680.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/15/2019				
Tzavelis, Elias	Call with B. Collins, M. Browning (both Deloitte), and Sears tax team to discuss timing update for updating the tax attribute reduction model for new scenarios requested by Cleary and PwC.	\$850.00	0.3	\$255.00
02/17/2019				
Allegretti, Joe	Prepare the short period taxable income, stock basis adjustment, and Treasury Regulation Section 1.1502-11 (b) and (c) calculation tabs of the tax attribute reduction model.	\$325.00	1.1	\$357.50
Browning, Maria	Research application of consolidated tax return regulations to certain restructuring transaction steps proposed by Cleary and PwC.	\$450.00	2.9	\$1,305.00
Espinola, Jonathan	Review state tax attribute reduction model revisions made by M. Paxton (Deloitte).	\$595.00	0.6	\$357.00
Paxton, Michael	Develop state pushdown template for actual unsecured attribute reduction.	\$725.00	5.0	\$3,625.00
02/18/2019				
Atwal, Justin	Prepare revenue agent report analysis for stock basis study.	\$325.00	5.7	\$1,852.50
Atwal, Justin	Compile entity by entity trial balances for stock basis study.	\$325.00	1.8	\$585.00
Browning, Maria	Draft timeline presentation of restructuring transaction steps.	\$450.00	2.5	\$1,125.00
Butler, Mike	Review updated tax attribute reduction model.	\$595.00	2.9	\$1,725.50
Butler, Mike	Review the new scenarios proposed by Cleary and PwC in the tax attribute reduction model.	\$595.00	2.9	\$1,725.50
Collins, Bryan	Consider PwC questions regarding tax attribute reduction model calculations and tax structuring outcomes.	\$975.00	2.9	\$2,827.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
02/18/2019				
Corrigan, Kevin	Reviewing comparative balance sheets to identify sources of differences between inside asset basis and stock basis.	\$595.00	2.5	\$1,487.50
Corrigan, Kevin	Reconcile inside asset basis and tax stock basis in accordance following review of comparative balance sheets.	\$595.00	2.1	\$1,249.50
Espinola, Jonathan	Update state tax attribute reduction model to include Treas. Reg. Section 1.1502-21 analysis.	\$595.00	2.3	\$1,368.50
Espinola, Jonathan	Update state tax attribute reduction model to include Treas. Reg. Section 1.1502-28 analysis.	\$595.00	2.4	\$1,428.00
Paxton, Michael	Discuss state tax attribute reduction model with B. Sullivan (Deloitte).	\$725.00	0.9	\$652.50
Sullivan, Brian	Discuss state tax attribute reduction model with M. Paxton (Deloitte).	\$850.00	0.9	\$765.00
02/19/2019				
Allegretti, Joe	Update the organational chart deliverable to reflect the Kmart sale and movement of its stock basis in subsidiaries.	\$325.00	0.8	\$260.00
Allegretti, Joe	Assess whether the FYE2018 balance sheet align with the Q3 balance sheets and are reflected accordingly in the tax attributre reduction model.	\$325.00	1.2	\$390.00
Allegretti, Joe	Call with S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding summary of assumptions and timeline of transactions.	\$325.00	0.5	\$162.50
Allegretti, Joe	Extract tax attribute reduction model tabs and conver to .pdf format to circulate to Deloitte M&A tax team for review and subsequent discussions.	\$325.00	1.8	\$585.00
Allegretti, Joe	Draft email correspondence to Sears tax team and regarding schedule of itnercompany balances by entity as of February 3, 2019.	\$325.00	0.9	\$292.50
Allegretti, Joe	Prepare tax attribute reduction model tabs for delivery to Client.	\$325.00	1.2	\$390.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/19/2019				
Atwal, Justin	Continue to compile entity by entity trial balances for stock basis study.	\$325.00	2.0	\$650.00
Baily, Brianna	Call with B. Collins, J. Forrest, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, M. Schreiber (all Deloitte), Cleary tax team, Weil tax team, PwC tax team, and Sears tax team regarding status and timing of various tax analyses.	\$595.00	1.0	\$595.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) regarding outstanding items following discussions with Cleary and PwC.	\$450.00	0.2	\$90.00
Browning, Maria	Call with B. Collins, J. Forrest, E. Tzavelis, S. Fielding, C. Chatten, M. Butler, B. Baily, M. Schreiber (all Deloitte), Cleary tax team, Weil tax team, PwC tax team, and Sears tax team regarding status and timing of various tax analyses.	\$450.00	1.0	\$450.00
Browning, Maria	Draft timeline presentation of emergence transaction steps.	\$450.00	2.9	\$1,305.00
Browning, Maria	Call with S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding summary of assumptions and timeline of transactions.	\$450.00	0.5	\$225.00
Browning, Maria	Continue to draft summary explanation of assumptions made in tax attribute reduction model pursuant to request from Cleary and PwC.	\$450.00	0.6	\$270.00
Butler, Mike	Call with S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) regarding summary of assumptions and timeline of transactions.	\$595.00	0.5	\$297.50
Butler, Mike	Call with B. Collins, E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) to assess the validity of certain assumptions underlying stock basis estimates.	\$595.00	0.4	\$238.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/19/2019				
Butler, Mike	Call with B. Collins, J. Forrest, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, B. Baily, M. Schreiber (all Deloitte), Cleary tax team, Weil tax team, PwC tax team, and Sears tax team regarding status and timing of various tax analyses.	\$595.00	1.0	\$595.00
Butler, Mike	Review Treas. Reg. Section 1.1502-11 calculations for revised scenarios, assumptions, and transaction structures contemplated by Cleary and PwC.	\$595.00	2.9	\$1,725.50
Butler, Mike	Update tax attribute reduction model for revised scenarios pursuant to discussions with PwC and Cleary.	\$595.00	2.9	\$1,725.50
Chatten, Colin	Call with E. Tzavelis and S. Fielding (both Deloitte) to discuss tax implications of settling intercompany balances prior to the application of Treas. Reg. Section 1.1502-28.	\$325.00	0.3	\$97.50
Chatten, Colin	Draft notes summarizing follow-up items and additional issues raised in today's tax structuring discussions with Cleary and PwC.	\$325.00	0.9	\$292.50
Chatten, Colin	Call with B. Collins, E. Tzavelis, S. Fielding, and M. Butler (all Deloitte) to assess the validity of certain assumptions underlying stock basis estimates.	\$325.00	0.4	\$130.00
Chatten, Colin	Call with B. Collins, J. Forrest, E. Tzavelis, S. Fielding, M. Browning, M. Butler, B. Baily, M. Schreiber (Deloitte), Cleary tax team, Weil tax team, PwC tax team, and Sears tax team regarding status and timing of various tax analyses.	\$325.00	1.0	\$325.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) regarding outstanding items following discussions with Cleary and PwC.	\$325.00	0.2	\$65.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/19/2019				
Chatten, Colin	Call with S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) regarding summary of assumptions and timeline of transactions.	\$325.00	0.5	\$162.50
Collins, Bryan	Review deliverables related to tax consequences of section 363 sale.	\$975.00	1.4	\$1,365.00
Collins, Bryan	Call with J. Forrest, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, M. Shreiber, B. Baily (all Deloitte), Cleary tax team, Weil tax team, PwC tax team, and Sears tax team regarding status and timing of various tax analyses.	\$975.00	1.0	\$975.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chatten, and M. Butler (all Deloitte) to assess the validity of certain assumptions underlying stock basis estimates.	\$975.00	0.4	\$390.00
Corrigan, Kevin	Revise stock basis software to incorporate identified differences in reconciliation process.	\$595.00	2.7	\$1,606.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) regarding outstanding items following discussions with Cleary and PwC.	\$595.00	0.2	\$119.00
Fielding, Stephen	Call with E. Tzavelis and C. Chatten (both Deloitte) to discuss tax implications of settling intercompany balances prior to the application of Treas. Reg. Section 1.1502-28.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding summary of assumptions and timeline of transactions.	\$595.00	0.5	\$297.50
Fielding, Stephen	Draft comments and suggested revisions to the summary explanation of assumptions in the tax attribute reduction model.	\$595.00	2.7	\$1,606.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/19/2019				
Fielding, Stephen	Call with B. Collins, E. Tzavelis, C. Chatten, and M. Butler (all Deloitte) to assess the validity of certain assumptions underlying stock basis estimates.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with B. Collins, J. Forrest, E. Tzavelis, M. Browning, C. Chatten, M. Butler, B. Baily, M. Schreiber (all Deloitte), Cleary tax team, Weil tax team, PwC tax team, and Sears tax team regarding status and timing of various tax analyses.	\$595.00	1.0	\$595.00
Forrest, Jonathan	Call with B. Collins, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Baily, M. Schreiber (all Deloitte), Cleary tax team, Weil tax team, PwC tax team, and Sears tax team regarding status and timing of various tax analyses.	\$975.00	1.0	\$975.00
Schreiber, Mendy	Call with B. Collins, J. Forrest, E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Baily (all Deloitte), Cleary tax team, Weil tax team, PwC tax team, and Sears tax team regarding status and timing of various tax analyses.	\$450.00	1.0	\$450.00
Tzavelis, Elias	Call with S. Fielding and C. Chatten (both Deloitte) to discuss tax implications of settling intercompany balances prior to the application of Treas. Reg. Section 1.1502-28.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, and C. Chatten (all Deloitte) regarding outstanding items following discussions with Cleary and PwC.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with B. Collins, S. Fielding, C. Chatten, and M. Butler (all Deloitte) to assess the validity of certain assumptions underlying stock basis estimates.	\$850.00	0.4	\$340.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/19/2019				
Tzavelis, Elias	Call with B. Collins, J. Forrest, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Baily, M. Schreiber (all Deloitte), Cleary tax team, Weil tax team, PwC tax team, and Sears tax team regarding status and timing of various tax analyses.	\$850.00	1.0	\$850.00
02/20/2019				
Allegretti, Joe	Draft an assumptions and functionality memorandum for the tax attribute reduction model.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding IRC Section 382(l)(5) interest haircut calculations.	\$325.00	0.3	\$97.50
Allegretti, Joe	Add coding to the FYE2018 book balance sheet provided by the Deloitte audit team to begin preparing a FYE2018 tax basis balance sheet.	\$325.00	1.8	\$585.00
Allegretti, Joe	Revise tax attribute reduction model summary outputs in scenario where intercompany balances are settled prior to the application of Treas. Reg. Section 1.1502-28.	\$325.00	1.8	\$585.00
Atwal, Justin	Continue to compile entity by entity trial balances for stock basis study.	\$325.00	1.3	\$422.50
Browning, Maria	Call with S. Fielding, C. Chatten, and T. Hermanson (all Deloitte) regarding asset purchase agreement provisions related to liability for tax fees.	\$450.00	0.1	\$45.00
Browning, Maria	Call with S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding IRC Section 382(l)(5) interest haircut calculations.	\$450.00	0.3	\$135.00
Browning, Maria	Continue to draft timeline presentation of restructuring transaction steps.	\$450.00	1.3	\$585.00
Butler, Mike	Update tax attribute reduction model for changes discussed with Cleary and PwC related to the timing of the settlement of intercompany balances.	\$595.00	2.9	\$1,725.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/20/2019				
Butler, Mike	Review updates to new scenarios in tax attribute reduction model.	\$595.00	2.9	\$1,725.50
Butler, Mike	Call with S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) regarding IRC Section 382(l)(5) interest haircut calculations.	\$595.00	0.3	\$178.50
Chatten, Colin	Call with S. Fielding, M. Browning, and T. Hermanson (all Deloitte) regarding asset purchase agreement provisions related to liability for tax fees.	\$325.00	0.1	\$32.50
Chatten, Colin	Call with S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) regarding IRC Section 382(l)(5) interest haircut calculations.	\$325.00	0.3	\$97.50
Fielding, Stephen	Draft comments on summary explanation of assumptions in tax attribute reduction model.	\$595.00	2.1	\$1,249.50
Fielding, Stephen	Continue to draft comments on summary explanation of assumptions in tax attribute reduction model.	\$595.00	1.8	\$1,071.00
Fielding, Stephen	Call with M. Browning, C. Chatten, and T. Hermanson (all Deloitte) regarding asset purchase agreement provisions related to liability for tax fees.	\$595.00	0.1	\$59.50
Fielding, Stephen	Call with M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding IRC Section 382(l)(5) interest haircut calculations.	\$595.00	0.3	\$178.50
Hermanson, Tom	Call with S. Fielding, C. Chatten, and M. Browning (all Deloitte) regarding asset purchase agreement provisions related to liability for tax fees.	\$850.00	0.1	\$85.00
Huston, Michael	Review updated inside and outside basis reconciliation, including an investigation of historic balance sheets obtained since prior review.	\$850.00	1.2	\$1,020.00
Paxton, Michael	Review state conformity to taxable liquidations.	\$725.00	2.5	\$1,812.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/20/2019				
Paxton, Michael	Review state treatment of intercompany cancellation of indebtedness income to assess whether such income should be treated as an elimination or offset in the state tax attribute reduction model.	\$725.00	2.5	\$1,812.50
02/21/2019				
Allegretti, Joe	Format the tabs of the tax attribute model that will be provided as deliverables.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Forrest, B. Baily, M. Schreiber (all Deloitte), and Weil tax team regarding impact of trading restrictions and certain proposed transactions on tax net operating losses.	\$325.00	1.5	\$487.50
Atwal, Justin	Continue to compile entity-by-entity trial balances for stock basis study.	\$325.00	6.0	\$1,950.00
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, J. Forrest, M. Schreiber (all Deloitte), and Weil tax team regarding impact of trading restrictions and certain proposed transactions on tax net operating losses.	\$595.00	1.5	\$892.50
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, J. Forrest, B. Baily, M. Schreiber (all Deloitte), and Weil tax team regarding impact of trading restrictions and certain proposed transactions on tax net operating losses.	\$450.00	1.5	\$675.00
Chatten, Colin	Review calculations supporting determination of whether an excess loss account exists at Sears Brands Business Unit Corporation.	\$325.00	3.3	\$1,072.50
Chatten, Colin	Review court filings related to stock transfer restrictions in preparation for upcoming discussions with Weil regarding the same.	\$325.00	1.3	\$422.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/21/2019				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, J. Forrest, B. Baily, M. Schreiber (all Deloitte), and Weil tax team regarding impact of trading restrictions and certain proposed transactions on tax net operating losses.	\$325.00	1.5	\$487.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, J. Allegretti, J. Forrest, B. Baily, M. Schreiber (all Deloitte), and Weil tax team regarding impact of trading restrictions and certain proposed transactions on tax net operating losses.	\$595.00	1.5	\$892.50
Fielding, Stephen	Call with J. Forrest and M. Schreiber (both Deloitte) regarding ESL and affiliates ownership of Sears stock for purposes of IRC Section 382 calculations.	\$595.00	0.2	\$119.00
Fielding, Stephen	Read trading restriction order for specific restrictions.	\$595.00	1.9	\$1,130.50
Forrest, Jonathan	Call with S. Fielding and M. Schreiber (both Deloitte) regarding ESL and affiliates ownership of Sears stock for purposes of IRC Section 382 calculations.	\$975.00	0.2	\$195.00
Forrest, Jonathan	Call with S. Tarrant and M. Schreiber (both Deloitte) regarding ESL and affiliates ownership of Sears stock for purposes of IRC Section 382 calculations.	\$975.00	0.2	\$195.00
Forrest, Jonathan	Meeting with M. Schreiber (Deloitte) regarding ESL and affiliates ownership of Sears stock for purposes of IRC Section 382 calculations.	\$975.00	0.4	\$390.00
Forrest, Jonathan	Review stock transfer restriction in preparation for upcoming discussions with Weil regarding the same.	\$975.00	1.7	\$1,657.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/21/2019				
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Baily, M. Schreiber (all Deloitte), and Weil tax team regarding impact of trading restrictions and certain proposed transactions on tax net operating losses.	\$975.00	1.5	\$1,462.50
Hermanson, Tom	Review financial statements of Kmart and Sears Puerto Rican entities.	\$850.00	1.0	\$850.00
Paxton, Michael	Review state conformity to federal dual consolidated loss rules.	\$725.00	2.8	\$2,030.00
Paxton, Michael	Review state conformity to federal worthless stock deduction rules.	\$725.00	2.7	\$1,957.50
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Forrest, B. Baily, J. Allegretti (Deloitte), and Weil tax team regarding impact of trading restrictions and certain proposed transactions on tax net operating losses.	\$450.00	1.5	\$675.00
Schreiber, Mendy	Call with J. Forrest and S. Fielding (both Deloitte) regarding ESL and affiliates ownership of Sears stock for purposes of IRC Section 382 calculations.	\$450.00	0.2	\$90.00
Schreiber, Mendy	Call with J. Forrest and S. Tarrant (both Deloitte) regarding ESL and affiliates ownership of Sears stock for purposes of IRC Section 382 calculations.	\$450.00	0.2	\$90.00
Schreiber, Mendy	Meeting with J. Forrest (Deloitte) regarding ESL and affiliates ownership of Sears stock for purposes of IRC Section 382 calculations.	\$450.00	0.4	\$180.00
Sullivan, Brian	Review state tax attribute reduction model.	\$850.00	2.1	\$1,785.00
Tarrant, Steve	Call with J. Forrest and M. Schreiber (both Deloitte) regarding ESL and affiliates ownership of Sears stock for purposes of IRC Section 382 calculations.	\$850.00	0.2	\$170.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/21/2019				
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, J. Allegretti, J. Forrest, B. Baily, M. Schreiber (all Deloitte), and Weil tax team regarding impact of trading restrictions and certain proposed transactions on tax net operating losses.	\$850.00	1.5	\$1,275.00
02/22/2019				
Atwal, Justin	Continue to compile entity-by-entity trial balances for stock basis study.	\$325.00	3.0	\$975.00
Baltuskonis, Nathan	Meeting with M. Schreiber (Deloitte) regarding the application of the IRC Section 382 entity rules to the various ESL entities.	\$450.00	0.6	\$270.00
Browning, Maria	Review summary slides to assess whether they correspond with tax transaction summary document.	\$450.00	2.9	\$1,305.00
Chatten, Colin	Review tax attribute reduction model to assess whether all assumptions are contained in the summary explanation of assumptions deliverable.	\$325.00	2.2	\$715.00
Chatten, Colin	Research Treas. Reg. Section 1.1502-28 and related regulations under IRC Section 108 to assess the tax implications of the timing of the settlement of intercompany balances.	\$325.00	2.5	\$812.50
Fielding, Stephen	Update summary explanation of assumptions in tax attribute reduction model to include an explanation of the various scenarios analyzed in the model.	\$595.00	1.5	\$892.50
Pauls, William	Review background materials related to Sears Protection Company and Sears Reinsurance.	\$975.00	1.0	\$975.00
Paxton, Michael	Update state model for net operating loss allocation in states that conform with Treas. Reg. Section 1.1502-21.	\$725.00	2.5	\$1,812.50
Paxton, Michael	Update state net operating loss allocation for combined states that track net operating losses based on apportionment.	\$725.00	2.4	\$1,740.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/22/2019				
Schreiber, Mendy	Meeting with N. Baltuskonis (Deloitte) regarding the application of the IRC Section 382 entity rules to the various ESL entities.	\$450.00	0.6	\$270.00
Schreiber, Mendy	Researching application of IRC Section 382 entity rules to the various ESL entities.	\$450.00	1.1	\$495.00
02/23/2019				
Pauls, William	Review tax authorities relevant to issues under consideration with respect to Sears Protection Company and Sears Reinsurance Company.	\$975.00	2.0	\$1,950.00
02/25/2019				
Allegretti, Joe	Review deferred tax workpapers and FY2018 trial balances to prepare tax basis balance sheet.	\$325.00	2.0	\$650.00
Allegretti, Joe	Update the FY2018 book basis balance sheet for deferred adjustments.	\$325.00	2.1	\$682.50
Allen, Michael	Create spreadsheet of mid-level balance sheet detail utilizing Essbase pursuant to assist Deloitte tax team in developing a tax basis balance sheet.	\$325.00	0.4	\$130.00
Butler, Mike	Review revised US federal income tax model for new scenarios requested by Cleary and PwC.	\$595.00	2.2	\$1,309.00
Fielding, Stephen	Revise summary explanation of assumptions made in tax attribute reduction model in preparation for delivery to Client.	\$595.00	2.5	\$1,487.50
Fielding, Stephen	Read asset purchase agreement provisions related to tax return and compliance responsibilities.	\$595.00	1.5	\$892.50
Forrest, Jonathan	Call with M. Schreiber (Deloitte) regarding ESL and affiliates ownership of Sears stock for purposes of IRC Section 381.	\$975.00	0.4	\$390.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/25/2019				
Schreiber, Mendy	Call with J. Forrest (Deloitte) regarding ESL and affiliates ownership in Sears stock for purposes of IRC Section 382 calculations.	\$450.00	0.4	\$180.00
02/26/2019				
Allegretti, Joe	Incorporate the FYE2018 deferred tax balances into the FYE2018 balance sheet to calculate the tax basis in assets by legal entity.	\$325.00	2.6	\$845.00
Allegretti, Joe	Code the FY2018 deferred tax rollforward workpaper provided by the company.	\$325.00	2.2	\$715.00
Allegretti, Joe	Draft an outstanding items and to do list for the M&A tax team for the next few weeks and then pull together a tracker in excel for the broader M&A team and client to understand certain tasks and responsibilities.	\$325.00	2.1	\$682.50
Allegretti, Joe	Discuss status of tax restructuring models and plan go-forward workstreams with D. Hoffman and E. Tzavelis (both Deloitte).	\$325.00	0.8	\$260.00
Allen, Michael	Perform Essbase pulls at the lowest level of balance sheet for all United States entities to help tax team calculate certain deferrals.	\$325.00	0.2	\$65.00
Butler, Mike	Review deferred workbook calculations provided by the company.	\$595.00	1.8	\$1,071.00
Forrest, Jonathan	Consider requested waiver of IRC Section 382 stock transfer restriction.	\$975.00	0.6	\$585.00
Hoffman, David	Discuss status of tax restructuring models and plan go-forward workstreams with E. Tzavelis and J. Allegretti (both Deloitte).	\$850.00	0.8	\$680.00
Pauls, William	Correspond with E. Tzavelis (Deloitte) and members of Sears tax department regarding Sears Reinsurance.	\$975.00	2.0	\$1,950.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/26/2019				
Tzavelis, Elias	Discuss status of tax restructuring models and plan go-forward workstreams with D. Hoffman and J. Allegretti (both Deloitte).	\$850.00	0.8	\$680.00
02/27/2019				
Allegretti, Joe	Call with M. Butler, S. Fielding, E. Tzavelis (all Deloitte), and the Sears tax team to discuss the updated intercompany balances provided as of February 3, 2019 and additional requests and open items related to year end balances.	\$325.00	0.8	\$260.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to update the tax basis balance sheet based on the most recent information as of February 3, 2019, including applying deferred tax and other adjustments to the beginning book amounts.	\$325.00	2.5	\$812.50
Allegretti, Joe	Draft email correspondence to Sears tax team regarding the methodology and preparation of the FYE2018 tax basis balance sheet and requests for additional detail regarding the same.	\$325.00	0.9	\$292.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding tax implications of Sears Reinsurance transaction.	\$325.00	1.3	\$422.50
Allegretti, Joe	Call with J. Forrest, B. Collins, W. Pauls, M. Butler, C. Chatten (all Deloitte), Cleary tax team, PwC tax team, and Sears tax team regarding tax implications of Sears Reinsurance Company transaction.	\$325.00	1.1	\$357.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, T. Hermanson, B. Baily, M. Schreiber, and W. Pauls (all Deloitte) regarding tax implications of Sears Reinsurance transaction.	\$325.00	1.2	\$390.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/27/2019				
Allegretti, Joe	Update the FYE2018 tax basis balance sheet for the most recently provided deferred tax detail.	\$325.00	1.1	\$357.50
Allegretti, Joe	Calculate gross and net intercompany balances by tax regarded entities based on information provided by Sears tax and accounting teams.	\$325.00	1.6	\$520.00
Atwal, Justin	Compile select entities from the trial balance spreadhseets for the stock basis study.	\$325.00	2.3	\$747.50
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, T. Hermanson, M. Schreiber, and W. Pauls (all Deloitte) regarding tax implications of Sears Reinsurance transaction.	\$595.00	1.2	\$714.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, and T. Hermanson (all Deloitte) regarding impact of alternative emergence transaction structures on fresh start accounting.	\$450.00	0.3	\$135.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, T. Hermanson, B. Baily, M. Schreiber, and W. Pauls (all Deloitte) regarding tax implications of Sears Reinsurance transaction.	\$450.00	1.2	\$540.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding tax implications of Sears Reinsurance transaction.	\$450.00	1.3	\$585.00
Browning, Maria	Continue to draft timeline presentation of restructuring transaction steps.	\$450.00	2.9	\$1,305.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to update the tax basis balance sheet based on the most recent information as of February 3, 2019, including applying deferred tax and other adjustments to the beginning book amounts.	\$595.00	2.5	\$1,487.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/27/2019				
Butler, Mike	Call with J. Allegretti, S. Fielding, E. Tzavelis (all Deloitte) and the Sears tax team to discuss the updated intercompany balances provided as of February 3, 2019 and additional requests and open items related to year end balances.	\$595.00	0.8	\$476.00
Butler, Mike	Call with J. Forrest, B. Collins, W. Pauls, J. Allegretti, C. Chatten (all Deloitte), Cleary tax team, PwC tax team, and Sears tax team regarding tax implications of Sears Reinsurance Company transaction.	\$595.00	1.1	\$654.50
Butler, Mike	Review tax basis balance sheets updated for FYE2018.	\$595.00	2.9	\$1,725.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) regarding tax implications of Sears Reinsurance transaction.	\$595.00	1.3	\$773.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest, T. Hermanson, B. Baily, M. Schreiber, and W. Pauls (all Deloitte) regarding tax implications of Sears Reinsurance transaction.	\$595.00	1.2	\$714.00
Chatten, Colin	Call with J. Forrest, B. Collins, W. Pauls, J. Allegretti, M. Butler (all Deloitte), Cleary tax team, PwC tax team, and Sears tax team regarding tax implications of Sears Reinsurance Company transaction.	\$325.00	1.1	\$357.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, J. Forrest, T. Hermanson, B. Baily, M. Schreiber, and W. Pauls (all Deloitte) regarding tax implications of Sears Reinsurance transaction.	\$325.00	1.2	\$390.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, and T. Hermanson (all Deloitte) regarding impact of alternative emergence transaction structures on fresh start accounting.	\$325.00	0.3	\$97.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/27/2019				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) regarding tax implications of Sears Reinsurance transaction.	\$325.00	1.3	\$422.50
Collins, Bryan	Call with J. Forrest, W. Pauls, J. Allegretti, M. Butler, C. Chaten (all Deloitte), Cleary tax team, PwC tax team, and Sears tax team regarding tax implications of Sears Reinsurance Company transaction.	\$975.00	1.1	\$1,072.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, J. Allegretti, J. Forrest, T. Hermanson, B. Baily, M. Schreiber, and W. Pauls (all Deloitte) regarding tax implications of Sears Reinsurance transaction.	\$975.00	1.2	\$1,170.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis (all Deloitte), and the Sears tax team to discuss the updated intercompany balances provided as of February 3, 2019 and additional requests and open items related to year end balances.	\$595.00	0.8	\$476.00
Fielding, Stephen	Continue to revise summary explanation of assumptions in tax attribute reduction model for eventual sharing with ESL advisors.	\$595.00	1.9	\$1,130.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chaten, and T. Hermanson (all Deloitte) regarding impact of alternative emergence transaction structures on fresh start accounting.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chaten, M. Butler, and J. Allegretti (all Deloitte) regarding tax implications of Sears Reinsurance transaction.	\$595.00	1.3	\$773.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chaten, M. Butler, J. Allegretti, B. Collins, J. Forrest, T. Hermanson, B. Baily, M. Schreiber, and W. Pauls (all Deloitte) regarding tax implications of Sears Reinsurance transaction.	\$595.00	1.2	\$714.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/27/2019				
Forrest, Jonathan	Call with B. Collins, W. Pauls, J. Allegretti, M. Butler, C. Chatten (all Deloitte), Cleary tax team, PwC tax team, and Sears tax team regarding tax implications of Sears Reinsurance Company transaction.	\$975.00	1.1	\$1,072.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, T. Hermanson, B. Baily, M. Schreiber, and W. Pauls (all Deloitte) regarding tax implications of Sears Reinsurance transaction.	\$975.00	1.2	\$1,170.00
Hermanson, Tom	Call with E. Tzavelis, S. Fielding, M. Browning, and C. Chatten, (all Deloitte) regarding impact of alternative emergence transaction structures on fresh start accounting.	\$850.00	0.3	\$255.00
Hermanson, Tom	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, and W. Pauls (all Deloitte) regarding tax implications of Sears Reinsurance transaction.	\$850.00	1.2	\$1,020.00
Lowry, Jamie	Review of IRC § 382 model and workpapers for ESL ownership for higher tier inquiry.	\$595.00	0.5	\$297.50
Pauls, William	Prepare for internal teleconference regarding Sears Reinsurance transaction.	\$975.00	0.8	\$780.00
Pauls, William	Prepare for teleconference with J. Forrest, B. Collins, J. Allegretti, M. Butler, C. Chatten (all Deloitte), Cleary tax team, PwC tax team, and Sears tax team regarding tax implications of Sears Reinsurance Company transaction.	\$975.00	3.6	\$3,510.00
Pauls, William	Call with J. Forrest, B. Collins, J. Allegretti, M. Butler, C. Chatten (all Deloitte), Cleary tax team, PwC tax team, and Sears tax team regarding tax implications of Sears Reinsurance Company transaction.	\$975.00	1.1	\$1,072.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/27/2019				
Pauls, William	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, T. Hermanson, B. Baily, and M. Schreiber (all Deloitte) regarding tax implications of Sears Reinsurance transaction.	\$975.00	1.2	\$1,170.00
Savage, Tara	Review ESL questionnaire regarding IRC Section 382 to respond to correspondence from M. Schreiber (Deloitte) regarding the same.	\$725.00	0.2	\$145.00
Schreiber, Mendy	Research timing of attribute reduction to prevent duplication of loss in relation to worthless stock deduction.	\$450.00	0.5	\$225.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, T. Hermanson, B. Baily, and W. Pauls (all Deloitte) regarding tax implications of Sears Reinsurance transaction.	\$450.00	1.2	\$540.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding tax implications of Sears Reinsurance transaction.	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, T. Hermanson, B. Baily, M. Schreiber, and W. Pauls (all Deloitte) regarding tax implications of Sears Reinsurance transaction.	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, and T. Hermanson (all Deloitte) regarding impact of alternative emergence transaction structures on fresh start accounting.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding (all Deloitte), and the Sears tax team to discuss the updated intercompany balances provided as of February 3, 2019 and additional requests and open items related to year end balances.	\$850.00	0.8	\$680.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/28/2019				
Allegretti, Joe	Weekly tax advisor call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, and M. Schreiber (all Deloitte), S. Goldring, M. Hoenig, and E. Remijan (all Weil), Akin Gump, and FTI regarding status and timing of tax an	\$325.00	1.1	\$357.50
Allegretti, Joe	Update the tax attribute reduction model for settlement of the updated intercompany balances.	\$325.00	0.4	\$130.00
Allegretti, Joe	Apply the detailed deferred tax workpapers to the respective book balance accounts to develop a tax basis balance sheet.	\$325.00	4.1	\$1,332.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, W. Pauls, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model pursuant to discussions with Cleary.	\$325.00	1.0	\$325.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) to prepare for upcoming call with Weil, Akin Gump, and FTI.	\$325.00	1.7	\$552.50
Allegretti, Joe	Meeting with M. Butler (Deloitte) to update the tax attribute reduction model and tax basis balance sheets for new value assumptions provided by Cleary and PwC.	\$325.00	1.6	\$520.00
Allegretti, Joe	Call with M. Butler, K. Lauret, and M. Allen (all Deloitte) to discuss certain line items on the most recent year end balance sheets.	\$325.00	0.2	\$65.00
Allegretti, Joe	Continue formatting the schedule of intercompany balances for compatibility with the FYE2018 tax basis balance sheet.	\$325.00	1.6	\$520.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/28/2019				
Allen, Michael	Call with M. Butler, K. Lauret, and J. Allegretti (all Deloitte) to discuss certain line items on the most recent year end balance sheets.	\$325.00	0.2	\$65.00
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, W. Pauls, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model pursuant to discussions with Cleary.	\$595.00	1.0	\$595.00
Baily, Brianna	Review correspondence and research related to worthless stock deductions and Treasury Regulation Sections 1.1502-80(c) and -36(d).	\$595.00	0.8	\$476.00
Baily, Brianna	Review transaction summary and slides related to deferred tax losses of Sears Development.	\$595.00	0.3	\$178.50
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, W. Pauls, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model pursuant to discussions with Cleary.	\$450.00	1.0	\$450.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, M. Butler, C. Chatten, and J. Allegretti (all Deloitte) to prepare for upcoming call with Weil, Akin Gump, and FTI.	\$450.00	1.7	\$765.00
Browning, Maria	Weekly tax advisor call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and M. Schreiber (all Deloitte), S. Goldring, M. Hoenig, and E. Remijan (all Weil), Akin Gump, and FTI regarding status and timing of tax	\$450.00	1.1	\$495.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/28/2019				
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest, W. Pauls, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model pursuant to discussions with Cleary.	\$595.00	1.0	\$595.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) to prepare for upcoming call with Weil, Akin Gump, and FTI.	\$595.00	1.7	\$1,011.50
Butler, Mike	Weekly tax advisor call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest, and M. Schreiber (all Deloitte), S. Goldring, M. Hoenig, and E. Remijan (all Weil), Akin Gump, and FTI regarding status and timing of ta	\$595.00	1.1	\$654.50
Butler, Mike	Call with J. Allegretti, K. Lauret, and M. Allen (all Deloitte) to discuss certain line items on the most recent year end balance sheets.	\$595.00	0.2	\$119.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to update the tax attribute reduction model and tax basis balance sheets for new value assumptions provided by Cleary and PwC.	\$595.00	1.6	\$952.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) to prepare for upcoming call with Weil, Akin Gump, and FTI.	\$325.00	1.7	\$552.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, J. Forrest, W. Pauls, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model pursuant to discussions with Cleary.	\$325.00	1.0	\$325.00
Chatten, Colin	Meeting with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) to prepare for upcoming phone call with Weil tax team, Akin Gump, and FTI.	\$325.00	1.7	\$552.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/28/2019				
Chatten, Colin	Weekly tax advisor call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, J. Forrest, and M. Schreiber (all Deloitte), S. Goldring, M. Hoenig, and E. Remijan (all Weil), Akin Gump, and FTI status and timing of tax analyses.	\$325.00	1.1	\$357.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, J. Allegretti, J. Forrest, W. Pauls, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model pursuant to discussions with Cleary.	\$975.00	1.0	\$975.00
Collins, Bryan	Weekly tax dvisor call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, J. Allegretti, J. Forrest, and M. Schreiber (all Deloitte), S. Goldring, M. Hoenig, and E. Remijan (all Weil), Akin Gump, and FTI regarding status and timing of tax	\$975.00	1.1	\$1,072.50
Corrigan, Kevin	Validate stock basis results against inside asset basis estimates.	\$595.00	1.6	\$952.00
Corrigan, Kevin	Compare stock basis results against inside asset basis estimates.	\$595.00	2.5	\$1,487.50
Espinola, Jonathan	Update state tax attribute reduction model with additional state net operating loss information provided by client.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chaten, M. Butler, J. Allegretti, B. Collins, J. Forrest, W. Pauls, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model pursuant to discussions with Cleary.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chaten, M. Butler, and J. Allegretti (all Deloitte) to prepare for upcoming call with Weil, Akin Gump, and FTI.	\$595.00	1.7	\$1,011.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/28/2019				
Fielding, Stephen	Weekly tax advisor call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and M. Schreiber (all Deloitte), S. Goldring, M. Hoenig, and E. Remijan (all Weil), Akin Gump, and FTI regarding status and timing of tax	\$595.00	1.1	\$654.50
Fielding, Stephen	Meeting with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) to prepare for upcoming phone call with Weil tax team, Akin Gump, and FTI.	\$595.00	1.7	\$1,011.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, W. Pauls, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model pursuant to discussions with Cleary.	\$975.00	1.0	\$975.00
Forrest, Jonathan	Weekly tax advisor call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, and M. Schreiber (all Deloitte), S. Goldring, M. Hoenig, and E. Remijan (all Weil), Akin Gump, and FTI regarding status and timing of tax	\$975.00	1.1	\$1,072.50
Forrest, Jonathan	Review tax attribute reduction model to asses impact of new value assumptions provided by Cleary and PwC.	\$975.00	0.9	\$877.50
Hermanson, Tom	Discuss fees with B. Phelan and L. Meerschaert (both Sears).	\$850.00	0.5	\$425.00
Lauret, Kyle	Call with J. Allegretti, M. Butler, and M. Allen (all Deloitte) to discuss certain line items on the most recent year end balance sheets.	\$725.00	0.2	\$145.00
Lauret, Kyle	Prepare for call with J. Allegretti, M. Butler, and M. Allen (all Deloitte) to discuss certain line items on the most recent year end balance sheets.	\$725.00	0.2	\$145.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
02/28/2019				
Pauls, William	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model pursuant to discussions with Cleary.	\$975.00	1.0	\$975.00
Pauls, William	Research and review authorities related to Sears Reinsurance transaction to prepare for interoffice conferences regarding the same.	\$975.00	2.3	\$2,242.50
Pauls, William	Draft summary of Sears Reinsurance transaction analysis and email correspondence to B. Collins and J. Forrest (both Deloitte) regarding the same.	\$975.00	1.5	\$1,462.50
Savage, Tara	Update IRC Section 382 questionnaire to reflect accurate analysis period.	\$725.00	0.5	\$362.50
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, W. Pauls, and B. Baily (all Deloitte) regarding latest revisions to tax attribute reduction model pursuant to discussions with Cleary.	\$450.00	1.0	\$450.00
Schreiber, Mendy	Research timing of attribute reduction to prevent duplication of loss in relation to worthless stock deduction.	\$450.00	1.3	\$585.00
Schreiber, Mendy	Review slide deck summarizing prior transaction involving Homart to assess whether it should have been classified as a deferred intercompany transaction for tax purposes.	\$450.00	0.3	\$135.00
Schreiber, Mendy	Weekly tax advisor call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, and J. Forrest (all Deloitte), S. Goldring, M. Hoenig, and E. Remijan (all Weil), Akin Gump, and FTI regarding status and timing of tax a	\$450.00	1.1	\$495.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
02/28/2019				
Tarrant, Steve	Review IRC Section 382 questionnaire sent to ESL.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, W. Pauls, B. Baily, and M. Schreiber (all Deloitte) regarding latest revisions to tax attribute reduction model pursuant to discussions with Cleary.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Weekly tax advisor call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and M. Schreiber (all Deloitte), S. Goldring, M. Hoenig, and E. Remijan (all Weil), Akin Gump, and FTI regarding status and timing of tax	\$850.00	1.1	\$935.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to prepare for upcoming call with Weil, Akin Gump, and FTI.	\$850.00	1.7	\$1,445.00
Tzavelis, Elias	Meeting with S. Fielding, M. Browning, and C. Chatten (all Deloitte) to prepare for upcoming phone call with Weil tax team, Akin Gump, and FTI.	\$850.00	1.7	\$1,445.00
Subtotal for Tax Restructuring Services:			5,475.3	\$3,101,859.50

***Tax Transaction Services***

11/19/2018

Enkhbayar, Tuya	Meeting with T. Hermanson, H. Yanchisin, and A. Wrobel (all Deloitte) to discuss original issue discount (OID) update.	\$320.00	0.2	\$64.00
Hermanson, Tom	Meeting with A. Wrobel, T. Enkhbayar, and H. Yanchisin (all Deloitte) to discuss original issue discount (OID) update.	\$850.00	0.2	\$170.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Transaction Services</i>				
11/19/2018				
Wrobel, Alex	Meeting with T. Hermanson, T. Enkhbayar, and H. Yanchisin (all Deloitte) to discuss original issue discount (OID) update.	\$210.00	0.2	\$42.00
Yanchisin, Helen	Meeting with T. Hermanson, T. Enkhbayar, and A. Wrobel (all Deloitte) to discuss original issue discount (OID) update.	\$625.00	0.2	\$125.00
11/21/2018				
Enkhbayar, Tuya	Meeting held with T. Hermanson, A. Wrobel, and H. Yanchisin (all Deloitte) and R. Boyle (Sears) to discuss tax treatment of debt modification.	\$320.00	1.0	\$320.00
Hermanson, Tom	Meeting held with T. Enkhbayar, A. Wrobel, and H. Yanchisin (all Deloitte) and R. Boyle (Sears) to discuss tax treatment of debt modification.	\$850.00	1.0	\$850.00
Wrobel, Alex	Meeting held with T. Enkhbayar, T. Hermanson, and H. Yanchisin (all Deloitte) and R. Boyle (Sears) to discuss tax treatment of debt modification.	\$210.00	1.0	\$210.00
Yanchisin, Helen	Review 10Q for borrowings taking place during 2018 in order to scope out information needed to prepare 1099-OIDs.	\$625.00	0.5	\$312.50
Yanchisin, Helen	Meeting held with T. Enkhbayar, T. Hermanson, and A. Wrobel (all Deloitte) and R. Boyle (Sears) to discuss tax treatment of debt modification.	\$625.00	1.0	\$625.00
11/26/2018				
Wrobel, Alex	Gather loan documents and preparation of summary of modifications.	\$210.00	1.5	\$315.00
Wrobel, Alex	Discussion with H. Yanchisin (Deloitte) regarding amendments to various Sears credit agreements.	\$210.00	0.8	\$168.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Transaction Services</i>				
11/26/2018				
Yanchisin, Helen	Discussion with A. Wrobel (Deloitte) regarding amendments to various Sears credit agreements.	\$625.00	0.8	\$500.00
11/28/2018				
Wrobel, Alex	Prepare summary of debt agreements for 1099 purpose.	\$210.00	3.5	\$735.00
11/29/2018				
Wrobel, Alex	Analyze Sears credit agreements for OID computation and reporting purposes.	\$210.00	3.5	\$735.00
Wrobel, Alex	Discussion with H. Yanchisin (Deloitte) regarding amendments to various Sears credit agreements.	\$210.00	1.0	\$210.00
Yanchisin, Helen	Discussion with A. Wrobel (Deloitte) regarding amendments to various Sears credit agreements.	\$625.00	1.0	\$625.00
11/30/2018				
Wrobel, Alex	Meeting with H. Yanchisin (Deloitte) to discuss Sears real estate loan amendments.	\$210.00	0.5	\$105.00
Wrobel, Alex	Analyze Sears credit agreements for OID computation and reporting purposes.	\$210.00	1.8	\$378.00
Yanchisin, Helen	Meeting with A. Wrobel (Deloitte) to discuss Sears real estate loan amendments.	\$625.00	0.5	\$312.50
12/03/2018				
Wrobel, Alex	Review and summary of various loan agreements	\$210.00	2.5	\$525.00
12/04/2018				
Wrobel, Alex	Meeting with H. Yanchisin (Deloitte) to discuss various amendments to Sears debt	\$210.00	0.5	\$105.00
Wrobel, Alex	Summarize Sears debt modifications.	\$210.00	0.5	\$105.00
Yanchisin, Helen	Meeting with A. Wrobel (Deloitte) to discuss various amendments to Sears debt	\$625.00	0.5	\$312.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Transaction Services</i>				
12/12/2018				
Boyle, Connor	Review Sears Holding Corporation Form 4A from 2012-2014 for listed 5% shareholders.	\$185.00	1.3	\$240.50
12/13/2018				
Boyle, Connor	Review 2012 Schedule 13D for stock amounts.	\$185.00	5.2	\$962.00
Boyle, Connor	Review 2013 Schedule 13D for stock amounts.	\$185.00	5.2	\$962.00
Boyle, Connor	Review 2014 Schedule 13D for stock amounts.	\$185.00	5.2	\$962.00
Boyle, Connor	Review 2015 Schedule 13D.	\$185.00	5.2	\$962.00
Boyle, Connor	Review 2016 Schedule 13D.	\$185.00	5.2	\$962.00
Boyle, Connor	Review 2017 Schedule 13D.	\$185.00	5.2	\$962.00
Boyle, Connor	Review 2018 Schedule 13D.	\$185.00	5.2	\$962.00
01/02/2019				
Wrobel, Alex	Discuss debt modifications and Form 1099 reporting with H. Yanchisin (Deloitte).	\$210.00	0.8	\$168.00
Wrobel, Alex	Run calculation to determine whether upfront fees are de minimis in regards to amendments	\$210.00	0.5	\$105.00
Yanchisin, Helen	Discussion debt modifications and Form 1099 reporting with A. Wrobel (Deloitte)	\$625.00	0.8	\$500.00
01/03/2019				
Wrobel, Alex	Discuss debt modifications and Form 1099 reporting with H. Yanchisin (Deloitte)	\$210.00	1.2	\$252.00
Yanchisin, Helen	Discuss debt modifications and Form 1099 reporting with A. Wrobel (Deloitte)	\$625.00	1.2	\$750.00
01/04/2019				
Wrobel, Alex	Update summary of debt modifications and Form 1099 reporting	\$210.00	0.5	\$105.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Transaction Services</i>				
01/09/2019				
Wrobel, Alex	Update debt summary and draft related email correspondence to R. Boyle (Sears).	\$210.00	0.5	\$105.00
01/10/2019				
Wrobel, Alex	Call with R. Boyle (Sears) and H. Yanchisin (Deloitte) to discuss reporting on information needed for Forms 1099-INT and 1099-OID	\$210.00	0.9	\$189.00
Yanchisin, Helen	Call with R. Boyle (Sears) and A. Wrobel (Deloitte) to discuss reporting on and information needed for 1099-OID and 1099-INT forms	\$625.00	0.9	\$562.50
01/17/2019				
Wrobel, Alex	Review original issue discount calculations and interest amounts for Form 1099 reporting.	\$210.00	3.0	\$630.00
01/21/2019				
Wrobel, Alex	Review information provided by Debtor management and update related schedules.	\$210.00	3.0	\$630.00
01/25/2019				
Wrobel, Alex	Analyze Form 1099 reporting calculations.	\$210.00	1.0	\$210.00
01/26/2019				
Wrobel, Alex	Analyze Form 1099 reporting calculations	\$210.00	2.0	\$420.00
01/27/2019				
Wrobel, Alex	Analyze Form 1099 original issue discount reporting calculations	\$210.00	4.0	\$840.00
01/28/2019				
Wrobel, Alex	Update Form 1099 reporting calculations	\$210.00	3.0	\$630.00
01/29/2019				
Wrobel, Alex	Update and review Form 1099 original issue discount schedules for reporting purposes	\$210.00	4.0	\$840.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Transaction Services</b></i>				
01/29/2019				
Yanchisin, Helen	Review calculations for 1099-OID and 1099-INT with respect to loans with JPP entities and Cyrus	\$625.00	1.0	\$625.00
02/01/2019				
Wrobel, Alex	Correspondence with R. Boyle (Sears) regarding receiving original issue discount calculations and related reporting requirements.	\$210.00	1.3	\$273.00
Subtotal for Tax Transaction Services:			91.5	\$22,658.50
<b>Total</b>			<b>6,019.6</b>	<b>\$3,388,256.00</b>

<b>Adjustment</b>				
50% Non-Working Travel Reduction				<b>(\$119,324.00)</b>
<b>Adjustment Subtotal :</b>				<b>(\$119,324.00)</b>
<b>Total</b>			<b>6,019.6</b>	<b>\$3,268,932.00</b>

## Recapitulation

Name	Rate	Hours	Fees
Blinder, Michael	\$975.00	0.9	\$877.50
Bryan, Michael	\$975.00	4.6	\$4,485.00
Collins, Bryan	\$975.00	251.0	\$244,725.00
Drigotas, Elizabeth	\$975.00	4.8	\$4,680.00
Forrest, Jonathan	\$975.00	224.9	\$219,277.50
Pauls, William	\$975.00	40.7	\$39,682.50
Rohrs, Jane	\$975.00	1.5	\$1,462.50
Sullivan, Brian	\$975.00	11.6	\$11,310.00
Van Deusen, Mark	\$975.00	3.0	\$2,925.00
Boulos, Ala'a	\$850.00	0.3	\$255.00
Collins, Bryan	\$850.00	90.1	\$76,585.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

## Recapitulation

Name	Rate	Hours	Fees
Gibian, Craig	\$850.00	4.0	\$3,400.00
Halpern, Irwin	\$850.00	2.2	\$1,870.00
Hermanson, Tom	\$850.00	70.6	\$60,010.00
Hoffman, David	\$850.00	78.6	\$66,810.00
Huston, Michael	\$850.00	39.7	\$33,745.00
Simulis, Charlie	\$850.00	14.5	\$12,325.00
Stoops, Kenneth	\$850.00	2.6	\$2,210.00
Sullivan, Brian	\$850.00	71.5	\$60,775.00
Tarrant, Steve	\$850.00	24.5	\$20,825.00
Tzavelis, Elias	\$850.00	410.1	\$348,585.00
Yoo, Peter	\$850.00	5.0	\$4,250.00
Boyle, Matthew	\$725.00	0.3	\$217.50
Broomhead, Nick	\$725.00	0.4	\$290.00
Lauret, Kyle	\$725.00	0.4	\$290.00
Newport, Cathy	\$725.00	22.2	\$16,095.00
Omar, Fatin	\$725.00	25.5	\$18,487.50
Paxton, Michael	\$725.00	48.3	\$35,017.50
Savage, Tara	\$725.00	17.0	\$12,325.00
Schaefer, Karl	\$725.00	10.0	\$7,250.00
Wood, Robert	\$725.00	0.4	\$290.00
Yanchisin, Helen	\$625.00	8.4	\$5,250.00
Baily, Brianna	\$595.00	288.2	\$171,479.00
Blackwell, Chris	\$595.00	0.3	\$178.50
Bowen, Ryan	\$595.00	1.5	\$892.50
Brenner, Myles	\$595.00	0.4	\$238.00
Butler, Mike	\$595.00	595.7	\$354,441.50
Byun, Lydia	\$595.00	5.4	\$3,213.00
Corrigan, Kevin	\$595.00	236.8	\$140,896.00
Dempsey, Jacob	\$595.00	29.0	\$17,255.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

## Recapitulation

Name	Rate	Hours	Fees
Espinola, Jonathan	\$595.00	176.5	\$105,017.50
Fielding, Stephen	\$595.00	479.4	\$285,243.00
Jerwick, Erika	\$595.00	5.6	\$3,332.00
Lowry, Jamie	\$595.00	34.1	\$20,289.50
Moore, Catherine	\$595.00	1.0	\$595.00
Vietti, Will	\$595.00	3.6	\$2,142.00
Ahmadi, Cyavash	\$450.00	0.8	\$360.00
Baltuskonis, Nathan	\$450.00	0.6	\$270.00
Browning, Maria	\$450.00	533.4	\$240,007.50
Feldscher, Taylor	\$450.00	56.5	\$25,425.00
Harrell, Frank	\$450.00	0.4	\$180.00
Ko, Youngbok	\$450.00	42.8	\$19,260.00
Malik, Sana	\$450.00	47.2	\$21,240.00
Maxey, Tim	\$450.00	8.3	\$3,735.00
Patel, Ankur	\$450.00	8.7	\$3,915.00
Riccio, Meghan	\$450.00	6.1	\$2,745.00
Schreiber, Mendy	\$450.00	159.7	\$71,865.00
Wang, Wei	\$450.00	0.7	\$315.00
Abrom, Carisa	\$325.00	43.4	\$14,105.00
Allegretti, Joe	\$325.00	650.3	\$211,347.50
Allen, Michael	\$325.00	0.8	\$260.00
Atwal, Justin	\$325.00	275.2	\$89,440.00
Campbell, Anthony	\$325.00	2.0	\$650.00
Chatten, Colin	\$325.00	502.2	\$163,215.00
Chen, Kelsey	\$325.00	23.9	\$7,767.50
Elandary, Hannah	\$325.00	15.8	\$5,135.00
Fairchild, Chris	\$325.00	59.0	\$19,175.00
Gandhi, Shivani	\$325.00	18.3	\$5,947.50
Gopal, Rahul	\$325.00	0.6	\$195.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

## Recapitulation

Name	Rate	Hours	Fees
Hospodarsky, Sara	\$325.00	88.8	\$28,860.00
Hybl, Claire	\$325.00	1.5	\$487.50
Kim, Charlie	\$325.00	1.9	\$617.50
Perez, Cristian	\$325.00	9.0	\$2,925.00
Rahman, Rahat	\$325.00	12.2	\$3,965.00
Snow, Allie	\$325.00	2.5	\$812.50
Soni, Kumail	\$325.00	9.0	\$2,925.00
Wolter, Devin	\$325.00	9.0	\$2,925.00
Enkhbayar, Tuya	\$320.00	1.2	\$384.00
Wrobel, Alex	\$210.00	43.0	\$9,030.00
Boyle, Connor	\$185.00	37.7	\$6,974.50
50% Non-Working Travel Reduction			<u>(\$119,324.00)</u>
<b>Total</b>		<b>6,019.6</b>	<b>\$3,268,932.00</b>

**EXHIBIT B**

**EXPENSE DETAIL FOR DELOITTE TAX FOR THE  
FIRST INTERIM FEE APPLICATION PERIOD**

**OCTOBER 15, 2018 THROUGH FEBRUARY 28, 2019**

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Airfare</i>			
Collins, Bryan	10/18/2018	Roundtrip coach airfare from Washington, DC to Chicago, IL	\$800.00
Tzavelis, Elias	10/21/2018	Roundtrip coach airfare from New York, NY to Chicago, IL	\$404.56
Browning, Maria	10/25/2018	Roundtrip coach airfare from New York, NY to Chicago, IL	\$800.00
Fielding, Stephen	10/25/2018	One-way coach airfare from Chicago, IL to New York, NY	\$768.66
Corrigan, Kevin	10/26/2018	Roundtrip coach airfare from New York, NY to Chicago, IL	\$445.06
Forrest, Jonathan	10/27/2018	Roundtrip coach airfare from Washington, DC to Chicago, IL	\$528.19
Tzavelis, Elias	10/28/2018	Roundtrip coach airfare from New York, NY to Chicago, IL	\$746.79
Browning, Maria	11/02/2018	Roundtrip coach airfare from New York, NY to Chicago, IL	\$663.45
Collins, Bryan	11/04/2018	Roundtrip coach airfare from Washington, DC to Chicago, IL	\$592.40
Tzavelis, Elias	11/04/2018	Roundtrip coach airfare from New York, NY to Chicago, IL	\$800.00
Corrigan, Kevin	11/05/2018	Roundtrip coach airfare from New York, NY to Chicago, IL	\$785.12
Browning, Maria	11/08/2018	Roundtrip coach airfare from New York, NY to Chicago, IL	\$485.92
Fielding, Stephen	11/08/2018	Roundtrip coach airfare from Newark, NJ to Chicago, IL to Newark, NJ	\$791.40
Chatten, Colin	11/10/2018	Roundtrip coach airfare from New York, NY to Chicago, IL	\$685.40
Corrigan, Kevin	11/12/2018	Roundtrip coach airfare from New York, NY to Chicago, IL	\$663.45
Tzavelis, Elias	11/12/2018	Roundtrip coach airfare from New York, NY to Chicago, IL	\$532.71
Corrigan, Kevin	11/14/2018	Roundtrip coach airfare from New York, NY to Chicago, IL	\$226.20

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Airfare</i>			
Butler, Mike	11/16/2018	Roundtrip coach airfare from Chicago, IL to New York, NY	\$308.52
Baily, Brianna	11/28/2018	Roundtrip coach airfare from Newark, NJ to Chicago, IL	\$692.90
Browning, Maria	11/28/2018	Roundtrip coach airfare from New York, NY to Chicago, IL	\$308.40
Fielding, Stephen	11/28/2018	One-way coach airfare from Chicago, IL to Newark NJ	\$500.70
Forrest, Jonathan	11/29/2018	Roundtrip coach airfare from Washington, DC to Chicago, IL	\$400.40
Tzavelis, Elias	11/29/2018	Roundtrip coach airfare from New York, NY to Chicago, IL	\$333.40
Chatten, Colin	12/01/2018	Roundtrip coach airfare from Chicago, IL to New York, NY	\$511.15
Allegretti, Joe	12/07/2018	Roundtrip coach airfare from Chicago, IL to New York, NY	\$425.90
Butler, Mike	12/07/2018	Roundtrip coach airfare from Chicago, IL to New York, NY	\$485.61
Collins, Bryan	12/10/2018	Roundtrip coach airfare from Washington, DC to Chicago, IL	\$617.89
Tzavelis, Elias	12/10/2018	Roundtrip coach airfare from New York, NY to Chicago, IL	\$621.79
Browning, Maria	01/04/2019	Roundtrip coach airfare from New York, NY to Chicago, IL	\$564.71
Fielding, Stephen	01/04/2019	Roundtrip coach airfare from New York, NY to Chicago, IL	\$693.10
Tzavelis, Elias	01/04/2019	Change fee for coach airfare from New York, NY to Chicago, IL	\$87.98
Baily, Brianna	01/05/2019	Roundtrip coach airfare from Newark, NJ to Chicago, IL	\$776.35
Chatten, Colin	01/05/2019	Roundtrip coach airfare from New York, NY to Chicago, IL	\$693.10
Collins, Bryan	01/05/2019	Roundtrip coach airfare from Washington, DC to Chicago, IL	\$440.60

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Airfare</i>			
Forrest, Jonathan	01/07/2019	Roundtrip coach airfare from Washington, DC to Chicago, IL	\$400.60
Allegretti, Joe	01/09/2019	Roundtrip coach airfare from Chicago, IL to New York, NY	\$421.56
Butler, Mike	01/09/2019	Roundtrip coach airfare from Chicago, IL to New York, NY	\$432.63
Allegretti, Joe	01/10/2019	Roundtrip coach airfare from Chicago, IL to New York, NY	\$373.09
Butler, Mike	01/10/2019	Roundtrip coach airfare from Chicago, IL to New York, NY	\$250.55
Collins, Bryan	01/17/2019	Roundtrip coach airfare from Washington, DC to New York, NY	\$242.15
Sullivan, Brian	01/18/2019	Roundtrip coach airfare from Atlanta, GA to New York, NY	\$525.86
Allegretti, Joe	01/19/2019	Roundtrip coach airfare from Chicago, IL to New York, NY	\$351.10
Butler, Mike	01/19/2019	Roundtrip coach airfare from Chicago, IL to New York, NY	\$351.10
Collins, Bryan	01/21/2019	Roundtrip coach airfare from Washington, DC to New York, NY	\$268.26
Forrest, Jonathan	01/22/2019	Roundtrip coach airfare from Washington, DC to New York, NY	\$265.10
Hoffman, David	01/22/2019	Roundtrip coach airfare from Chicago, IL to New York, NY	\$450.00
Allegretti, Joe	01/25/2019	Roundtrip coach airfare from Chicago, IL to New York, NY	\$415.25
Butler, Mike	01/25/2019	Roundtrip coach airfare from Chicago, IL to New York, NY	\$467.65
Collins, Bryan	01/27/2019	Roundtrip coach airfare from Washington, DC to New York, NY	\$829.30
Allegretti, Joe	01/29/2019	Roundtrip coach airfare from Chicago, IL to New York, NY	\$200.00
Allegretti, Joe	01/31/2019	One-way coach airfare from Atlanta, GA to Newark, NJ	\$450.00

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Airfare</i>			
Collins, Bryan	02/01/2019	Roundtrip coach airfare from Washington, DC to New York, NY	\$684.63
Forrest, Jonathan	02/02/2019	One-way coach airfare from Washington, DC to New York, NY	\$132.55
Allegretti, Joe	02/04/2019	One-way coach airfare from New York, NY to Chicago, IL	\$250.55
Corrigan, Kevin	02/08/2019	Roundtrip coach airfare from New York, NY to Chicago, IL	\$308.60
Butler, Mike	02/17/2019	Roundtrip coach airfare from Chicago, IL to New York, NY	\$291.25
Butler, Mike	02/17/2019	Roundtrip coach airfare from Chicago, IL to New York, NY	\$445.49
Subtotal for Airfare:			<u>\$27,989.08</u>

#### *Auto Parking*

Forrest, Jonathan	10/29/2018	Parking at Reagan National airport for 2 days	\$37.00
Forrest, Jonathan	01/09/2019	Parking at DCA airport for 2 days	\$49.00
Baily, Brianna	01/14/2019	Parking expense for 1 day	\$21.00
Forrest, Jonathan	01/24/2019	Parking at Reagan Airport for 2 days	\$50.00
Sullivan, Brian	01/24/2019	Parking at ATL Airport for 1 day	\$28.50
Baily, Brianna	01/30/2019	Parking expense for 1 day	\$21.00
Forrest, Jonathan	02/04/2019	Parking at DCA airport for 1 day	\$25.00
Subtotal for Auto Parking:			<u>\$231.50</u>

#### *Hotel*

Collins, Bryan	10/21/2018	Hotel room charge for B. Collins in Hoffman Estates, IL (Marriott)	\$115.00
Collins, Bryan	10/21/2018	Hotel room tax charge for B. Collins in Hoffman Estates, IL (Marriott)	\$14.95
Tzavelis, Elias	10/21/2018	Hotel room charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$139.00



## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Hotel</i>			
Tzavelis, Elias	10/21/2018	Hotel room tax charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$18.07
Browning, Maria	10/28/2018	Hotel room charge for M. Browning in Hoffman Estates, IL (Marriott)	\$230.00
Browning, Maria	10/28/2018	Hotel room tax charge for M. Browning in Hoffman Estates, IL (Marriott)	\$29.90
Corrigan, Kevin	10/28/2018	Hotel room tax charge for K. Corrigan in Hoffman Estates, IL (Hyatt Place)	\$10.94
Corrigan, Kevin	10/28/2018	Hotel room charge for K. Corrigan in Chicago, IL (Hyatt Place)	\$84.15
Fielding, Stephen	10/28/2018	Hotel room charge for S. Fielding in Hoffman Estates, IL (Marriott)	\$115.00
Fielding, Stephen	10/28/2018	Hotel room tax charge for S. Fielding in Hoffman Estates, IL (Marriott)	\$14.95
Forrest, Jonathan	10/28/2018	Hotel room charge for J. Forrest in Hoffman Estates, IL (Marriott)	\$115.00
Forrest, Jonathan	10/28/2018	Hotel room tax charge for J. Forrest in Hoffman Estates, IL (Marriott)	\$14.95
Tzavelis, Elias	10/28/2018	Hotel room charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$119.00
Tzavelis, Elias	10/28/2018	Hotel room tax charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$15.47
Butler, Mike	10/29/2018	Hotel room charge for M. Butler in Hoffman Estates, IL (Marriott)	\$259.00
Butler, Mike	10/29/2018	Hotel room tax charge for M. Butler in Hoffman Estates, IL (Marriott)	\$36.67
Corrigan, Kevin	10/29/2018	Hotel room tax charge for K. Corrigan in Hoffman Estates, IL (Hyatt Place)	\$10.94
Corrigan, Kevin	10/29/2018	Hotel room charge for K. Corrigan in Chicago, IL (Hyatt Place)	\$84.15
Tzavelis, Elias	10/29/2018	Hotel room tax charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$18.47
Tzavelis, Elias	10/29/2018	Hotel room charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$149.00

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Hotel</i>			
Corrigan, Kevin	10/30/2018	Hotel room charge for K. Corrigan in Chicago, IL (Hyatt Place)	\$84.15
Corrigan, Kevin	10/30/2018	Hotel room tax charge for K. Corrigan in Hoffman Estates, IL (Hyatt Place)	\$10.94
Browning, Maria	11/04/2018	Hotel room charge for M. Browning in Hoffman Estates, IL (Marriott)	\$115.00
Browning, Maria	11/04/2018	Hotel room tax charge for M. Browning in Hoffman Estates, IL (Marriott)	\$14.95
Collins, Bryan	11/04/2018	Hotel room charge for B. Collins in Hoffman Estates, IL (Marriott)	\$115.00
Collins, Bryan	11/04/2018	Hotel room tax charge for B. Collins in Hoffman Estates, IL (Marriott)	\$14.95
Tzavelis, Elias	11/04/2018	Hotel room tax charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$14.95
Tzavelis, Elias	11/04/2018	Hotel room charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$115.00
Allegretti, Joe	11/05/2018	Hotel room charge for J. Allegretti in Hoffman Estates, IL (Marriott)	\$115.00
Allegretti, Joe	11/05/2018	Hotel room tax charge for J. Allegretti in Hoffman Estates, IL (Marriott)	\$14.95
Baily, Brianna	11/05/2018	Hotel room charge for B. Baily in Washington, DC (Marriott)	\$174.50
Baily, Brianna	11/05/2018	Hotel room tax charge for B. Baily in Washington, DC (Marriott)	\$26.09
Browning, Maria	11/05/2018	Hotel room tax charge for M. Browning in Hoffman Estates, IL (Marriott)	\$14.95
Browning, Maria	11/05/2018	Hotel room charge for M. Browning in Hoffman Estates, IL (Marriott)	\$115.00
Corrigan, Kevin	11/05/2018	Hotel room tax charge for K. Corrigan in Hoffman Estates, IL (Marriott)	\$14.95
Corrigan, Kevin	11/05/2018	Hotel room charge for K. Corrigan in Hoffman Estates, IL (Marriott)	\$115.00
Tzavelis, Elias	11/05/2018	Hotel room tax charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$14.95

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Hotel</i>			
Tzavelis, Elias	11/05/2018	Hotel room charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$115.00
Allegretti, Joe	11/06/2018	Hotel room charge for J. Allegretti in Hoffman Estates, IL (Marriott)	\$199.00
Allegretti, Joe	11/06/2018	Hotel room tax charge for J. Allegretti in Hoffman Estates, IL (Marriott)	\$25.87
Baily, Brianna	11/06/2018	Hotel room charge for B. Baily in Washington, DC (Marriott)	\$195.50
Baily, Brianna	11/06/2018	Hotel room tax charge for B. Baily in Washington, DC (Marriott)	\$29.23
Browning, Maria	11/06/2018	Hotel room charge for M. Browning in Hoffman Estates, IL (Marriott)	\$115.00
Browning, Maria	11/06/2018	Hotel room tax charge for M. Browning in Hoffman Estates, IL (Marriott)	\$14.95
Butler, Mike	11/06/2018	Hotel room charge for M. Butler in Hoffman Estates, IL (Marriott)	\$115.00
Butler, Mike	11/06/2018	Hotel room tax charge for M. Butler in Hoffman Estates, IL (Marriott)	\$14.95
Corrigan, Kevin	11/06/2018	Hotel room tax charge for K. Corrigan in Hoffman Estates, IL (Marriott)	\$14.95
Corrigan, Kevin	11/06/2018	Hotel room charge for K. Corrigan in Hoffman Estates, IL (Marriott)	\$115.00
Tzavelis, Elias	11/06/2018	Hotel room tax charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$14.95
Tzavelis, Elias	11/06/2018	Hotel room charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$115.00
Browning, Maria	11/11/2018	Hotel room tax charge for M. Browning in Hoffman Estates, IL (Marriott)	\$53.85
Browning, Maria	11/11/2018	Hotel room charge for M. Browning in Hoffman Estates, IL (Marriott)	\$345.00
Chatten, Colin	11/11/2018	Hotel room charge for C. Chatten in Hoffman Estates, IL (Marriott)	\$129.95
Fielding, Stephen	11/11/2018	Hotel room charge for S. Fielding in Hoffman Estates, IL (Marriott)	\$115.00

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Hotel</i>			
Fielding, Stephen	11/11/2018	Hotel room tax charge for S. Fielding in Hoffman Estates, IL (Marriott)	\$14.95
Allegretti, Joe	11/12/2018	Hotel room charge for J. Allegretti in Hoffman Estates, IL (Marriott)	\$115.00
Allegretti, Joe	11/12/2018	Hotel room tax charge for J. Allegretti in Hoffman Estates, IL (Marriott)	\$14.95
Butler, Mike	11/12/2018	Hotel room charge for M. Butler in Hoffman Estates, IL (Marriott)	\$115.00
Butler, Mike	11/12/2018	Hotel room tax charge for M. Butler in Hoffman Estates, IL (Marriott)	\$14.95
Corrigan, Kevin	11/12/2018	Hotel room tax charge for K. Corrigan in Hoffman Estates, IL (Marriott)	\$14.95
Corrigan, Kevin	11/12/2018	Hotel room charge for K. Corrigan in Hoffman Estates, IL (Marriott)	\$115.00
Fielding, Stephen	11/12/2018	Hotel room charge for S. Fielding in Hoffman Estates, IL (Marriott)	\$115.00
Fielding, Stephen	11/12/2018	Hotel room tax charge for S. Fielding in Hoffman Estates, IL (Marriott)	\$14.95
Tzavelis, Elias	11/12/2018	Hotel room tax charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$19.37
Tzavelis, Elias	11/12/2018	Hotel room charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$149.00
Corrigan, Kevin	11/13/2018	Hotel room tax charge for K. Corrigan in Chicago, IL (Springhill Suites)	\$50.99
Corrigan, Kevin	11/13/2018	Hotel room charge for K. Corrigan in Chicago, IL (SpringHill Suites)	\$293.00
Fielding, Stephen	11/13/2018	Hotel room charge for S. Fielding in Hoffman Estates, IL (Marriott)	\$115.00
Fielding, Stephen	11/13/2018	Hotel room tax charge for S. Fielding in Hoffman Estates, IL (Marriott)	\$14.95
Tzavelis, Elias	11/13/2018	Hotel room tax charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$19.37
Tzavelis, Elias	11/13/2018	Hotel room charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$149.00

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Hotel</i>			
Baily, Brianna	11/19/2018	Hotel room charge for B. Baily in Washington, DC (Marriott)	\$149.00
Baily, Brianna	11/19/2018	Hotel room tax charge for B. Baily in Washington, DC (Marriott)	\$22.28
Baily, Brianna	12/02/2018	Hotel room charge for B. Baily in Hoffman Estates, IL (Marriott)	\$109.65
Baily, Brianna	12/02/2018	Hotel room tax charge for B. Baily in Hoffman Estates, IL (Marriott)	\$14.26
Browning, Maria	12/02/2018	Hotel room charge for M. Browning in Hoffman Estates, IL (Marriott)	\$109.65
Browning, Maria	12/02/2018	Hotel room tax charge for M. Browning in Hoffman Estates, IL (Marriott)	\$16.47
Chatten, Colin	12/02/2018	Hotel room charge for C. Chatten for 2 nights in Hoffman Estates, IL (Marriott)	\$265.90
Collins, Bryan	12/02/2018	Hotel room charge for B. Collins in Hoffman Estates, IL (Marriott)	\$115.00
Collins, Bryan	12/02/2018	Hotel room tax charge for B. Collins in Hoffman Estates, IL (Marriott)	\$14.95
Tzavelis, Elias	12/02/2018	Hotel room charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$129.00
Tzavelis, Elias	12/02/2018	Hotel room tax charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$16.77
Baily, Brianna	12/03/2018	Hotel room charge for B. Baily in Hoffman Estates, IL (Marriott)	\$143.65
Baily, Brianna	12/03/2018	Hotel room tax charge for B. Baily in Hoffman Estates, IL (Marriott)	\$18.68
Browning, Maria	12/03/2018	Hotel room charge for M. Browning in Hoffman Estates, IL (Marriott)	\$143.65
Browning, Maria	12/03/2018	Hotel room tax charge for M. Browning in Hoffman Estates, IL (Marriott)	\$16.47
Collins, Bryan	12/03/2018	Hotel room charge for B. Collins in Hoffman Estates, IL (Marriott)	\$115.00
Collins, Bryan	12/03/2018	Hotel room tax charge for B. Collins in Hoffman Estates, IL (Marriott)	\$14.95

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### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Hotel</i>			
Fielding, Stephen	12/03/2018	Hotel room charge for S. Fielding in Hoffman Estates, IL (Marriott)	\$115.00
Fielding, Stephen	12/03/2018	Hotel room tax charge for S. Fielding in Hoffman Estates, IL (Marriott)	\$14.95
Tzavelis, Elias	12/03/2018	Hotel room charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$149.00
Tzavelis, Elias	12/03/2018	Hotel room tax charge for E. Tzavelis in Hoffman Estates, IL (Marriott)	\$19.37
Fielding, Stephen	12/04/2018	Hotel room charge for S. Fielding in Chicago, IL (W hotel)	\$289.00
Fielding, Stephen	12/04/2018	Hotel room tax charge for S. Fielding in Chicago, IL (W hotel)	\$50.29
Allegretti, Joe	12/09/2018	Hotel room charge in New York, NY (Marquis)	\$299.00
Allegretti, Joe	12/09/2018	Hotel room tax charge in New York, NY (Marquis)	\$47.61
Butler, Mike	12/09/2018	Hotel room charge in New York, NY (Marquis)	\$329.00
Butler, Mike	12/09/2018	Hotel room tax charge in New York, NY (Marquis)	\$62.54
Allegretti, Joe	12/10/2018	Hotel room charge in New York, NY (Marquis)	\$359.00
Allegretti, Joe	12/10/2018	Hotel room tax charge in New York, NY (Marquis)	\$56.45
Butler, Mike	12/10/2018	Hotel room charge in New York, NY (Marquis)	\$329.00
Butler, Mike	12/10/2018	Hotel room tax charge in New York, NY (Marquis)	\$62.54
Collins, Bryan	12/13/2018	Hotel room charge for B. Collins in Hoffman Estates, IL (Marriott)	\$109.00
Collins, Bryan	12/13/2018	Hotel room tax charge for B. Collins in Hoffman Estates, IL (Marriott)	\$14.17
Browning, Maria	01/07/2019	Hotel room charge in Chicago, IL (Marriott)	\$119.00
Browning, Maria	01/07/2019	Hotel room tax charge in Chicago, IL (Marriott)	\$15.47
Chatten, Colin	01/07/2019	Hotel room charge in Hoffman Estates, IL (Marriott)	\$134.47
Collins, Bryan	01/07/2019	Hotel room tax charge in Chicago, IL (Marriott)	\$19.31
Collins, Bryan	01/07/2019	Hotel room charge in Hoffman Estates, IL (Marriott)	\$115.00
Fielding, Stephen	01/07/2019	Hotel room charge in Chicago, IL (Marriott)	\$115.00
Fielding, Stephen	01/07/2019	Hotel room tax charge in Chicago, IL (W Hotel)	\$14.95

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### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Hotel</i>			
Tzavelis, Elias	01/07/2019	Hotel room charge in Hoffman Estates, IL (Marriott)	\$119.00
Tzavelis, Elias	01/07/2019	Hotel room tax charge in New York, NY (Marquis)	\$15.47
Baily, Brianna	01/08/2019	Hotel room charge in Chicago, IL (JW Marriott)	\$245.00
Baily, Brianna	01/08/2019	Hotel room tax charge in Chicago, IL (JW Marriott)	\$42.64
Browning, Maria	01/08/2019	Hotel room charge in Chicago, IL (JW Marriott)	\$245.00
Browning, Maria	01/08/2019	Hotel room tax charge in Chicago, IL (Marriott)	\$42.64
Chatten, Colin	01/08/2019	Hotel room charge in Chicago, IL (JW Marriott)	\$245.00
Chatten, Colin	01/08/2019	Hotel room tax charge in Chicago, IL (JW Marriott)	\$44.02
Collins, Bryan	01/08/2019	Hotel room charge in Chicago, IL (JW Marriott)	\$245.00
Collins, Bryan	01/08/2019	Hotel room tax charge in Hoffman Estates, IL (Marriott)	\$42.64
Fielding, Stephen	01/08/2019	Hotel room charge in Chicago, IL (JW Marriott)	\$245.00
Fielding, Stephen	01/08/2019	Hotel room tax charge in Hoffman Estates, IL (Marriott)	\$42.64
Forrest, Jonathan	01/08/2019	Hotel room charge in Chicago, IL (JW Marriott)	\$245.00
Forrest, Jonathan	01/08/2019	Hotel room tax charge in Chicago, IL (JW Marriott)	\$42.64
Tzavelis, Elias	01/08/2019	Hotel room charge in Chicago, IL (JW Marriott)	\$245.00
Tzavelis, Elias	01/08/2019	Hotel room tax charge in Hoffman Estates, IL (Marriott)	\$42.64
Allegretti, Joe	01/13/2019	Hotel room tax charge in New York, NY (Ritz Carlton)	\$117.62
Allegretti, Joe	01/13/2019	Hotel room charge in New York, NY (Ritz Carlton - discounted) - 2 nights	\$592.00
Butler, Mike	01/13/2019	Hotel room charge in New York, NY (Ritz Carlton)	\$375.00
Butler, Mike	01/13/2019	Hotel room tax charge in New York, NY (Ritz Carlton - discounted)	\$296.00
Butler, Mike	01/14/2019	Hotel room tax charge in New York, NY (Ritz Carlton)	\$58.81
Butler, Mike	01/14/2019	Hotel room charge in New York, NY (Ritz Carlton - discounted)	\$296.00
Allegretti, Joe	01/22/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00



## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Hotel</i>			
Allegretti, Joe	01/22/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$47.16
Allegretti, Joe	01/22/2019	Hotel room tax charge in Chicago, IL (JW Marriott)	\$15.99
Butler, Mike	01/22/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00
Butler, Mike	01/22/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$47.16
Collins, Bryan	01/22/2019	Hotel room tax charge in Chicago, IL (JW Marriott)	\$19.38
Collins, Bryan	01/22/2019	Hotel room charge in New York, NY (Marquis)	\$119.50
Sullivan, Brian	01/22/2019	Hotel room charge in New York, NY (Marquis)	\$124.50
Sullivan, Brian	01/22/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$20.11
Allegretti, Joe	01/23/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00
Allegretti, Joe	01/23/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$47.16
Butler, Mike	01/23/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00
Butler, Mike	01/23/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$47.16
Collins, Bryan	01/23/2019	Hotel room charge in New York, NY (Marquis)	\$119.50
Collins, Bryan	01/23/2019	Hotel room tax charge in New York, NY (Marquis)	\$19.38
Forrest, Jonathan	01/23/2019	Hotel room charge in New York, NY (Residence Inn)	\$159.00
Forrest, Jonathan	01/23/2019	Hotel room tax charge in Chicago, IL (JW Marriott)	\$28.95
Hoffman, David	01/23/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00
Hoffman, David	01/23/2019	Hotel room tax charge in New York, NY (Hilton)	\$47.16
Sullivan, Brian	01/23/2019	Hotel room charge in New York, NY (Marquis)	\$124.50
Sullivan, Brian	01/23/2019	Hotel room tax charge in New York, NY (Marquis)	\$20.11
Allegretti, Joe	01/24/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00
Allegretti, Joe	01/24/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$47.16
Butler, Mike	01/24/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00
Butler, Mike	01/24/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$47.16



## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Hotel</i>			
Collins, Bryan	01/24/2019	Hotel room charge in New York, NY (Marquis)	\$114.50
Collins, Bryan	01/24/2019	Hotel room tax charge in New York, NY (Marquis)	\$18.64
Allegretti, Joe	01/27/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00
Allegretti, Joe	01/27/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$47.16
Butler, Mike	01/27/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00
Butler, Mike	01/27/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$47.16
Allegretti, Joe	01/28/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00
Allegretti, Joe	01/28/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$47.16
Butler, Mike	01/28/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00
Butler, Mike	01/28/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$47.16
Allegretti, Joe	01/29/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00
Allegretti, Joe	01/29/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$47.16
Butler, Mike	01/29/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$47.16
Butler, Mike	01/29/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00
Collins, Bryan	01/29/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00
Collins, Bryan	01/29/2019	Hotel room tax charge in New York, NY (Marquis)	\$49.16
Forrest, Jonathan	01/29/2019	Hotel room charge in New York, NY (Hilton)	\$270.00
Forrest, Jonathan	01/29/2019	Hotel room tax charge in New York, NY (Hilton)	\$43.33
Allegretti, Joe	01/30/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00
Allegretti, Joe	01/30/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$47.16
Butler, Mike	01/30/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00
Butler, Mike	01/30/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$47.16
Allegretti, Joe	01/31/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Hotel</i>			
Allegretti, Joe	01/31/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$47.16
Collins, Bryan	02/03/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00
Collins, Bryan	02/03/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$47.16
Corrigan, Kevin	02/11/2019	Hotel room charge in Chicago, IL (W Hotel)	\$150.00
Corrigan, Kevin	02/11/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$36.89
Corrigan, Kevin	02/12/2019	Hotel room charge in Chicago, IL (W Hotel)	\$150.00
Corrigan, Kevin	02/12/2019	Hotel room tax charge in Chicago, IL (W Hotel)	\$36.89
Corrigan, Kevin	02/13/2019	Hotel room charge in Chicago, IL (W Hotel)	\$150.00
Corrigan, Kevin	02/13/2019	Hotel room tax charge in Chicago, IL (W Hotel)	\$36.89
Subtotal for Hotel:			<hr/> \$21,854.72

#### *Internet Access While Traveling*

Chatten, Colin	10/21/2018	Internet while traveling during flight to perform client work	\$14.99
Browning, Maria	10/28/2018	Internet while traveling during flight to perform client work	\$6.00
Corrigan, Kevin	10/31/2018	Internet while traveling during flight to perform client work	\$16.00
Schreiber, Mendy	11/02/2018	Internet while traveling during flight to perform client work	\$12.00
Baily, Brianna	11/04/2018	Internet while traveling during flight to perform client work	\$15.99
Chatten, Colin	12/02/2018	Internet while traveling during flight to perform client work	\$15.99
Chatten, Colin	12/05/2018	Internet while traveling during flight to perform client work	\$12.00
Butler, Mike	12/11/2018	Internet while traveling during flight to perform client work	\$15.99

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Internet Access While Traveling</i>			
Chatten, Colin	01/07/2019	In-flight internet access while traveling to perform client work	\$17.99
Collins, Bryan	01/07/2019	In-flight internet access while traveling to perform client work	\$8.99
Chatten, Colin	01/09/2019	In-flight internet access while traveling to perform client work	\$12.99
Corrigan, Kevin	01/10/2019	In-flight internet access while traveling to perform client work	\$16.00
Butler, Mike	01/22/2019	In-flight internet access while traveling to perform client work	\$29.00
Butler, Mike	01/22/2019	In-flight internet access while traveling to perform client work	\$15.99
Hoffman, David	01/24/2019	In-flight internet access while traveling to perform client work	\$11.99
Sullivan, Brian	01/24/2019	In-flight internet access while traveling to perform client work	\$10.00
Allegretti, Joe	01/25/2019	In-flight internet access while traveling to perform client work	\$12.99
Allegretti, Joe	01/27/2019	In-flight internet access while traveling to perform client work	\$15.99
Butler, Mike	01/27/2019	In-flight internet access while traveling to perform client work	\$15.99
Butler, Mike	01/31/2019	In-flight internet access while traveling to perform client work	\$29.95
Allegretti, Joe	02/01/2019	In-flight internet access while traveling to perform client work	\$10.99
Allegretti, Joe	02/04/2019	In-flight internet access while traveling to perform client work	\$16.99
Sullivan, Brian	02/09/2019	In-flight internet access while traveling to perform client work	\$6.00
Allegretti, Joe	02/26/2019	In-flight internet access while traveling to perform client work	\$13.99
Subtotal for Internet Access While Traveling:			\$354.80

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Meals</i>			
Collins, Bryan	10/21/2018	Dinner for B. Collins in Hoffman Estates, IL	\$50.00
Collins, Bryan	10/21/2018	Breakfast for B. Collins in Washington, DC	\$2.86
Collins, Bryan	10/22/2018	Dinner for B. Collins in Hoffman Estates, IL	\$40.00
Collins, Bryan	10/22/2018	Breakfast for B. Collins in Hoffman Estates, IL	\$4.36
Hermanson, Tom	10/22/2018	Dinner for T. Hermanson in Hoffman Estates, IL	\$50.00
Tzavelis, Elias	10/22/2018	Dinner for E. Tzavelis in Chicago, IL	\$50.00
Butler, Mike	10/26/2018	Breakfast for M. Butler in Chicago, IL	\$9.14
Butler, Mike	10/27/2018	Breakfast for M. Butler in Chicago, IL	\$8.36
Browning, Maria	10/28/2018	Breakfast for M. Browning in Hoffman Estates, IL	\$5.03
Browning, Maria	10/28/2018	Dinner for M. Browning in New York, NY	\$12.72
Tzavelis, Elias	10/28/2018	Dinner in Hoffman Estates, IL	\$50.00
Browning, Maria	10/29/2018	Breakfast for M. Browning in Hoffman Estates, IL	\$5.49
Butler, Mike	10/29/2018	Lunch for M. Butler in Hoffman Estates, IL	\$12.85
Fielding, Stephen	10/29/2018	Breakfast for S. Fielding in Hoffman Estates, IL	\$14.73
Fielding, Stephen	10/29/2018	Dinner for S. Fielding in Newark, NJ	\$36.85
Forrest, Jonathan	10/29/2018	Lunch for J. Forrest in Chicago, IL	\$13.18
Hoffman, David	10/29/2018	Breakfast for D. Hoffman in Hoffman Estates, IL	\$3.67
Hoffman, David	10/29/2018	Lunch for D. Hoffman and L. Balkin in Hoffman Estates, IL	\$33.38
Tzavelis, Elias	10/29/2018	Dinner in Hoffman Estates, IL	\$45.32
Butler, Mike	10/30/2018	Breakfast for M. Butler in Hoffman Estates, IL	\$9.96
Butler, Mike	10/30/2018	Dinner for M. Butler in Hoffman Estates, IL	\$27.73
Butler, Mike	10/30/2018	Lunch for M. Butler in Hoffman Estates, IL	\$24.48
Chen, Kelsey	10/30/2018	Lunch for K. Chen in Hoffman Estates, IL	\$15.18
Corrigan, Kevin	10/30/2018	Dinner for K. Corrigan in Hoffman Estates, IL	\$20.78
Corrigan, Kevin	10/30/2018	Lunch for K. Corrigan in Hoffman Estates, IL	\$6.60
Tzavelis, Elias	10/30/2018	Breakfast for E. Tzavelis in Hoffman Estates, IL	\$9.37
Tzavelis, Elias	10/30/2018	Dinner for E. Tzavelis in Chicago, IL	\$50.00
Corrigan, Kevin	10/31/2018	Lunch for K. Corrigan in Hoffman Estates, IL	\$9.72
Tzavelis, Elias	10/31/2018	Breakfast for E. Tzavelis in Hoffman Estates, IL	\$14.84

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

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Category	Date	Description	Amount
<i>Meals</i>			
Butler, Mike	11/01/2018	Breakfast for M. Butler in Chicago, IL	\$7.47
Butler, Mike	11/02/2018	Breakfast for M. Butler in Chicago, IL	\$5.07
Browning, Maria	11/04/2018	Dinner for M. Browning in New York, NY	\$10.55
Collins, Bryan	11/04/2018	Breakfast for B. Collins in Washington, DC	\$2.86
Collins, Bryan	11/04/2018	Dinner in Hoffman Estates, IL - 4 attendees (Jacob Dempsey, Matthew Boyle, Bryan Collins, Catherine Moore)	\$65.88
Allegretti, Joe	11/05/2018	Lunch for J. Allegretti in Hoffman Estates, IL	\$15.87
Allegretti, Joe	11/05/2018	Breakfast for J. Allegretti in Hoffman Estates, IL	\$5.00
Baily, Brianna	11/05/2018	Late working dinner for B. Baily in Parsippany, NJ	\$15.73
Browning, Maria	11/05/2018	Breakfast for M. Browning in New York, NY	\$7.11
Butler, Mike	11/05/2018	Breakfast for M. Butler in Hoffman Estates, IL	\$6.03
Butler, Mike	11/05/2018	Lunch for M. Butler in Hoffman Estates, IL	\$25.00
Collins, Bryan	11/05/2018	Breakfast for B. Collins in Hoffman Estates, IL	\$7.56
Huston, Michael	11/05/2018	Breakfast for M. Huston in Hoffman Estates, IL	\$7.82
Huston, Michael	11/05/2018	Lunch for M. Huston in Hoffman Estates, IL	\$21.31
Tzavelis, Elias	11/05/2018	Breakfast for E. Tzavelis in Hoffman Estates, IL	\$15.00
Tzavelis, Elias	11/05/2018	Dinner for E. Tzavelis in Hoffman Estates, IL	\$48.32
Tzavelis, Elias	11/05/2018	Lunch in Hoffman Estates, IL - 3 attendees (Maria Browning, Elias Tzavelis, Stephen Fielding)	\$75.00
Allegretti, Joe	11/06/2018	Lunch for J. Allegretti in Hoffman Estates, IL	\$12.17
Baily, Brianna	11/06/2018	Late working dinner for B. Baily in Parsippany, NJ	\$15.68
Browning, Maria	11/06/2018	Lunch for M. Browning in Hoffman Estates, IL	\$20.31
Butler, Mike	11/06/2018	Breakfast for M. Butler in Hoffman Estates, IL	\$3.80
Butler, Mike	11/06/2018	Lunch for M. Butler in Hoffman Estates, IL	\$14.19
Collins, Bryan	11/06/2018	Breakfast for B. Collins in Hoffman Estates, IL	\$4.00
Corrigan, Kevin	11/06/2018	Lunch for K. Corrigan in Hoffman Estates, IL	\$13.52
Tzavelis, Elias	11/06/2018	Lunch for E. Tzavelis in Hoffman Estates, IL	\$25.00
Tzavelis, Elias	11/06/2018	Dinner in Hoffman Estates, IL - 5 attendees (Maria Browning, Joe Allegretti, Elias Tzavelis, Stephen Fielding, Mike Butler)	\$250.00

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

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Category	Date	Description	Amount
<i>Meals</i>			
Allegretti, Joe	11/07/2018	Lunch for J. Allegretti in Hoffman Estates, IL	\$10.61
Allegretti, Joe	11/07/2018	Breakfast for J. Allegretti in Hoffman Estates, IL	\$5.60
Butler, Mike	11/07/2018	Breakfast for M. Butler in Hoffman Estates, IL	\$7.45
Butler, Mike	11/07/2018	Dinner for M. Butler in Hoffman Estates, IL	\$23.03
Corrigan, Kevin	11/07/2018	Lunch for K. Corrigan in Hoffman Estates, IL	\$8.49
Gandhi, Shivani	11/07/2018	Lunch for S. Gandhi in Hoffman Estates, IL	\$11.61
Tzavelis, Elias	11/07/2018	Lunch for E. Tzavelis in Hoffman Estates, IL	\$25.00
Tzavelis, Elias	11/07/2018	Dinner in Hoffman Estates, IL - 2 attendees (Elias Tzavelis, J. Allegretti)	\$66.00
Tzavelis, Elias	11/07/2018	Breakfast for E. Tzavelis in Hoffman Estates, IL	\$13.44
Allegretti, Joe	11/08/2018	Breakfast for J. Allegretti in Hoffman Estates, IL	\$8.96
Butler, Mike	11/08/2018	Lunch for M. Butler in Hoffman Estates, IL	\$21.56
Butler, Mike	11/08/2018	Breakfast for M. Butler in Hoffman Estates, IL	\$11.76
Browning, Maria	11/11/2018	Dinner for M. Browning in New York, NY	\$10.55
Chatten, Colin	11/11/2018	Dinner at Newark airport for C. Chatten	\$24.83
Allegretti, Joe	11/12/2018	Lunch for J. Allegretti in Hoffman Estates, IL	\$12.51
Browning, Maria	11/12/2018	Lunch for M. Butler in Hoffman Estates, IL	\$14.04
Browning, Maria	11/12/2018	Breakfast for M. Browning in New York, NY	\$11.78
Butler, Mike	11/12/2018	Breakfast for M. Butler in Hoffman Estates, IL	\$12.50
Butler, Mike	11/12/2018	Lunch for M. Butler in Hoffman Estates, IL	\$25.00
Chen, Kelsey	11/12/2018	Lunch for K. Chen in Hoffman Estates, IL	\$20.89
Chen, Kelsey	11/12/2018	Breakfast for K. Chen in Hoffman Estates, IL	\$10.51
Corrigan, Kevin	11/12/2018	Lunch for K. Corrigan in Hoffman Estates, IL	\$9.83
Corrigan, Kevin	11/12/2018	Dinner for K. Corrigan in Hoffman Estates, IL	\$35.60
Fielding, Stephen	11/12/2018	Lunch for S. Fielding in Hoffman Estates, IL	\$25.00
Fielding, Stephen	11/12/2018	Dinner at Newark airport for S. Fielding	\$31.20
Fielding, Stephen	11/12/2018	Breakfast for S. Fielding in Hoffman Estates, IL	\$10.49
Gandhi, Shivani	11/12/2018	Lunch for S. Gandhi in Hoffman Estates, IL	\$12.85
Perez, Cristian	11/12/2018	Lunch for C. Perez in Hoffman Estates, IL	\$10.63
Soni, Kumail	11/12/2018	Lunch for K. Soni in Hoffman Estates, IL	\$11.07

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

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Category	Date	Description	Amount
<i>Meals</i>			
Tzavelis, Elias	11/12/2018	Dinner in Hoffman Estates, IL - 4 attendees (Maria Browning, Joe Allegretti, Elias Tzavelis, Mike Butler)	\$200.00
Wolter, Devin	11/12/2018	Lunch for D. Wolter in Hoffman Estates, IL	\$10.63
Allegretti, Joe	11/13/2018	Breakfast for J. Allegretti in Hoffman Estates, IL	\$10.05
Allegretti, Joe	11/13/2018	Dinner for J. Allegretti in Hoffman Estates, IL	\$15.55
Butler, Mike	11/13/2018	Dinner for M. Butler in Hoffman Estates, IL	\$16.79
Butler, Mike	11/13/2018	Breakfast for M. Butler in Hoffman Estates, IL	\$2.24
Corrigan, Kevin	11/13/2018	Lunch for K. Corrigan in Hoffman Estates, IL	\$14.75
Fielding, Stephen	11/13/2018	Dinner for S. Fielding in Hoffman Estates, IL	\$50.00
Fielding, Stephen	11/13/2018	Breakfast for S. Fielding in Hoffman Estates, IL	\$12.16
Tzavelis, Elias	11/13/2018	Lunch in Hoffman Estates, IL - 5 attendees (Maria Browning, Joe Allegretti, Elias Tzavelis, Stephen Fielding, Mike Butler)	\$125.00
Butler, Mike	11/14/2018	Breakfast for M. Butler in Hoffman Estates, IL	\$10.96
Corrigan, Kevin	11/14/2018	Lunch for K. Corrigan in Hoffman Estates, IL	\$22.02
Fielding, Stephen	11/14/2018	Dinner for S. Fielding in Chicago, IL	\$35.81
Fielding, Stephen	11/14/2018	Breakfast for S. Fielding in Hoffman Estates, IL	\$13.27
Tzavelis, Elias	11/14/2018	Lunch for E. Tzavelis in Hoffman Estates, IL	\$25.00
Tzavelis, Elias	11/14/2018	Dinner for E. Tzavelis in Chicago, IL	\$50.00
Butler, Mike	11/16/2018	Breakfast for M. Butler in Hoffman Estates, IL	\$4.42
Tzavelis, Elias	11/17/2018	Dinner for E. Tzavelis in Hoffman Estates, IL	\$50.00
Baily, Brianna	11/19/2018	Dinner for B. Baily in Washington, DC	\$19.31
Baily, Brianna	11/19/2018	Lunch for B. Baily in Washington, DC	\$16.48
Browning, Maria	11/19/2018	Breakfast for M. Browning in New York, NY	\$7.63
Chatten, Colin	11/19/2018	Breakfast for C. Chaten in Hoffman Estates, IL	\$4.95
Fielding, Stephen	11/19/2018	Dinner for S. Fielding in Washington, DC	\$48.50
Fielding, Stephen	11/19/2018	Breakfast for S. Fielding in New York, NY	\$9.38
Schreiber, Mendy	11/19/2018	Lunch for M. Schreiber in Washington, DC	\$16.43
Baily, Brianna	11/20/2018	Dinner for B. Baily in Washington, DC	\$20.00
Browning, Maria	11/20/2018	Dinner for M. Browning in New York, NY	\$21.35



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### Deloitte Tax LLP

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Category	Date	Description	Amount
<i>Meals</i>			
Butler, Mike	11/27/2018	Breakfast for M. Butler in Hoffman Estates, IL	\$8.14
Butler, Mike	11/29/2018	Breakfast for M. Butler in Hoffman Estates, IL	\$8.47
Chatten, Colin	11/30/2018	Breakfast for C. Chatten in Hoffman Estates, IL	\$6.29
Browning, Maria	12/02/2018	Dinner in Hoffman Estates, IL	\$24.16
Browning, Maria	12/02/2018	Lunch in Hoffman Estates, IL	\$17.78
Browning, Maria	12/02/2018	Breakfast in Hoffman Estates, IL	\$10.55
Chatten, Colin	12/02/2018	Lunch at Chicago airport	\$11.38
Collins, Bryan	12/02/2018	Breakfast in Hoffman Estates, IL	\$4.36
Collins, Bryan	12/02/2018	Dinner in Hoffman Estates, IL	\$50.00
Tzavelis, Elias	12/02/2018	Dinner in Hoffman Estates, IL	\$25.16
Allegretti, Joe	12/03/2018	Lunch in Hoffman Estates, IL	\$16.74
Allegretti, Joe	12/03/2018	Breakfast in Hoffman Estates, IL	\$9.83
Baily, Brianna	12/03/2018	Lunch in Hoffman Estates, IL	\$13.38
Baily, Brianna	12/03/2018	Breakfast in Hoffman Estates, IL	\$5.89
Browning, Maria	12/03/2018	Breakfast in Hoffman Estates, IL	\$12.65
Butler, Mike	12/03/2018	Breakfast in Hoffman Estates, IL	\$7.59
Butler, Mike	12/03/2018	Dinner in Hoffman Estates, IL	\$30.20
Chatten, Colin	12/03/2018	Dinner in Hoffman Estates, IL	\$15.07
Chatten, Colin	12/03/2018	Lunch in Hoffman Estates, IL	\$7.02
Collins, Bryan	12/03/2018	Breakfast in Hoffman Estates, IL	\$5.30
Collins, Bryan	12/03/2018	Lunch in Hoffman Estates, IL	\$31.65
Fielding, Stephen	12/03/2018	Lunch in Hoffman Estates, IL	\$16.62
Fielding, Stephen	12/03/2018	Breakfast in Hoffman Estates, IL	\$5.28
Forrest, Jonathan	12/03/2018	Lunch in Hoffman Estates, IL	\$18.55
Forrest, Jonathan	12/03/2018	Breakfast in Hoffman Estates, IL	\$11.13
Allegretti, Joe	12/04/2018	Dinner in Hoffman Estates, IL	\$30.49
Baily, Brianna	12/04/2018	Dinner in Hoffman Estates, IL	\$23.94
Browning, Maria	12/04/2018	Breakfast in Hoffman Estates, IL	\$9.24
Butler, Mike	12/04/2018	Breakfast in Chicago, IL	\$9.47
Chatten, Colin	12/04/2018	Lunch in Hoffman Estates, IL	\$17.87



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### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

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Category	Date	Description	Amount
<i>Meals</i>			
Chatten, Colin	12/04/2018	Breakfast in Hoffman Estates, IL	\$3.78
Chatten, Colin	12/04/2018	Dinner at Chicago airport	\$35.53
Collins, Bryan	12/04/2018	Breakfast in Hoffman Estates, IL	\$12.41
Collins, Bryan	12/04/2018	Dinner in Hoffman Estates, IL	\$9.19
Fielding, Stephen	12/04/2018	Breakfast at Newark airport	\$5.98
Fielding, Stephen	12/04/2018	Lunch in Chicago, IL	\$24.86
Fielding, Stephen	12/04/2018	Dinner in Chicago, IL	\$37.88
Tzavelis, Elias	12/04/2018	Lunch in Chicago, IL - 2 attendees (Mike Butler, Elias Tzavelis)	\$55.24
Browning, Maria	12/05/2018	Breakfast in Hoffman Estates, IL	\$5.48
Butler, Mike	12/05/2018	Lunch in Chicago, IL	\$34.25
Chatten, Colin	12/05/2018	Dinner in Hoffman Estates, IL	\$25.86
Fielding, Stephen	12/05/2018	Dinner in Hoffman Estates, IL	\$24.67
Fielding, Stephen	12/05/2018	Breakfast in Hoffman Estates, IL	\$8.70
Fielding, Stephen	12/05/2018	Lunch in Hoffman Estates, IL	\$23.52
Butler, Mike	12/06/2018	Breakfast in Hoffman Estates, IL	\$8.14
Collins, Bryan	12/07/2018	Breakfast in Hoffman Estates, IL	\$4.36
Allegretti, Joe	12/09/2018	Lunch in Chicago, IL	\$32.00
Allegretti, Joe	12/09/2018	Dinner in New York, NY	\$50.00
Allegretti, Joe	12/09/2018	Breakfast in Chicago, IL	\$9.89
Butler, Mike	12/09/2018	Breakfast in New York, NY	\$39.52
Butler, Mike	12/09/2018	Dinner in New York, NY	\$44.65
Allegretti, Joe	12/10/2018	Lunch in New York, NY	\$13.25
Butler, Mike	12/10/2018	Dinner in New York, NY - 2 attendees (Joe Allegretti, Mike Butler)	\$100.00
Butler, Mike	12/10/2018	Lunch in New York, NY	\$13.77
Butler, Mike	12/10/2018	Breakfast in New York, NY	\$7.95
Allegretti, Joe	12/11/2018	Breakfast in New York, NY	\$21.80
Allegretti, Joe	12/11/2018	Lunch in New York, NY	\$15.79
Allegretti, Joe	12/11/2018	Dinner in New York, NY	\$15.99

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

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Category	Date	Description	Amount
<i>Meals</i>			
Butler, Mike	12/11/2018	Lunch in New York, NY	\$21.27
Butler, Mike	12/11/2018	Breakfast in New York, NY	\$14.48
Butler, Mike	12/11/2018	Dinner in New York, NY	\$50.00
Collins, Bryan	12/13/2018	Breakfast in Hoffman Estates, IL	\$4.36
Collins, Bryan	12/13/2018	Dinner in Hoffman Estates, IL	\$50.00
Tzavelis, Elias	12/20/2018	Lunch in New York, NY - 2 attendees (Fred Carchman, Elias Tzavelis)	\$47.03
Allegretti, Joe	01/07/2019	Travel Meal - Breakfast in Hoffman Estates, IL	\$12.99
Butler, Mike	01/07/2019	Travel Meal - Breakfast in Chicago, IL	\$8.59
Collins, Bryan	01/07/2019	Travel Meal - Lunch in Hoffman Estates, IL (8 Attendees - E. Tzavelis, S. Fielding, M. Browning, C. Chatten, B. Collins, B. Baily, M. Butler, and J. Allegretti)	\$80.20
Collins, Bryan	01/07/2019	Travel Meal - Breakfast at Washington, DC Airport	\$2.86
Allegretti, Joe	01/08/2019	Travel Meal - Dinner in Hoffman Estates, IL	\$29.35
Baily, Brianna	01/08/2019	Travel Meal - Lunch in Chicago, IL	\$22.35
Butler, Mike	01/08/2019	Travel Meal - Dinner in Chicago, IL	\$45.68
Fielding, Stephen	01/08/2019	Travel Meal - Breakfast in Newark, NJ (J. Allegretti, M. Browning, S. Fielding)	\$32.93
Tzavelis, Elias	01/08/2019	Travel Meal - Lunch in Chicago, IL (B. Collins, J. Forrest, E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, C. Chatten)	\$94.22
Tzavelis, Elias	01/08/2019	Breakfast in Chicago, IL (4 Attendees - E. Tzavelis, S. Fielding, M. Browning, and C. Chatten)	\$60.00
Baily, Brianna	01/09/2019	Travel Meal - Breakfast in Newark, NJ	\$11.27
Forrest, Jonathan	01/09/2019	Travel Meal - Dinner in Chicago, IL	\$24.13
Forrest, Jonathan	01/09/2019	Travel Meal - Breakfast in Chicago, IL	\$14.75
Butler, Mike	01/13/2019	Travel Meal - Dinner at Detroit Airport	\$37.62
Allegretti, Joe	01/14/2019	Travel Meal - Dinner in New York, NY	\$39.92
Allegretti, Joe	01/14/2019	Travel Meal - Lunch in New York, NY	\$15.46
Baily, Brianna	01/14/2019	Travel Meal - Lunch in New York, NY	\$16.60

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### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

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Category	Date	Description	Amount
<i>Meals</i>			
Butler, Mike	01/14/2019	Travel Meal - Breakfast in New York, NY	\$15.00
Butler, Mike	01/14/2019	Travel Meal - Lunch in New York, NY	\$12.79
Allegretti, Joe	01/15/2019	Travel Meal - Breakfast in New York, NY	\$7.79
Butler, Mike	01/15/2019	Travel Meal - Dinner in New York, NY	\$50.00
Butler, Mike	01/15/2019	Travel Meal - Lunch in New York, NY	\$25.00
Butler, Mike	01/15/2019	Travel Meal - Breakfast in New York, NY	\$11.56
Allegretti, Joe	01/16/2019	Travel Meal - Breakfast in New York, NY (M. Butler, J. Allegretti)	\$34.60
Butler, Mike	01/16/2019	Travel Meal - Dinner in Chicago, IL (M. Butler, J. Allegretti)	\$53.95
Collins, Bryan	01/17/2019	Travel Meal - Lunch in McLean, VA	\$13.37
Butler, Mike	01/20/2019	Travel Meal - Dinner in Chicago, IL	\$18.54
Butler, Mike	01/21/2019	Travel Meal - Dinner in Chicago, IL	\$16.72
Butler, Mike	01/21/2019	Travel Meal - Lunch in Chicago, IL	\$10.55
Butler, Mike	01/21/2019	Travel Meal - Breakfast in Chicago, IL	\$7.12
Collins, Bryan	01/21/2019	Travel Meal - Washington, DC	\$16.43
Dempsey, Jacob	01/21/2019	Afterhours Meal - Dinner in Atlanta, GA	\$25.00
Allegretti, Joe	01/22/2019	Travel Meal - Dinner in New York, NY	\$25.00
Allegretti, Joe	01/22/2019	Travel Meal - Breakfast in New York, NY	\$15.00
Butler, Mike	01/22/2019	Travel Meal - Dinner in New York, NY	\$50.00
Butler, Mike	01/22/2019	Travel Meal - Lunch in New York, NY	\$28.30
Allegretti, Joe	01/23/2019	Travel Meal - Breakfast in New York, NY	\$15.00
Allegretti, Joe	01/23/2019	Travel Meal - Lunch in New York, NY	\$14.49
Butler, Mike	01/23/2019	Travel Meal - Dinner in New York, NY (M. Butler, J. Allegretti)	\$77.33
Butler, Mike	01/23/2019	Travel Meal - Lunch in New York, NY	\$16.01
Butler, Mike	01/23/2019	Travel Meal - Breakfast in New York, NY	\$4.34
Collins, Bryan	01/23/2019	Travel Meal - Breakfast in New York, NY	\$5.78
Forrest, Jonathan	01/23/2019	Travel Meal - Lunch in Chicago, IL	\$18.20
Collins, Bryan	01/24/2019	Travel Meal - Dinner in New York, NY	\$50.00

## Sears Holdings Corporation

### Deloitte Tax LLP

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Category	Date	Description	Amount
<i>Meals</i>			
Collins, Bryan	01/24/2019	Travel Meal - Breakfast in New York, NY	\$2.89
Forrest, Jonathan	01/24/2019	Travel Meal - Dinner in Chicago, IL	\$18.00
Allegretti, Joe	01/25/2019	Travel Meal - Lunch in New York, NY	\$13.52
Butler, Mike	01/25/2019	Travel Meal - Dinner in New York, NY (M. Butler, J. Allegretti)	\$70.80
Butler, Mike	01/25/2019	Travel Meal - Lunch in New York, NY	\$20.58
Allegretti, Joe	01/27/2019	Travel Meal - Dinner in New York, NY	\$50.00
Butler, Mike	01/27/2019	Travel Meal - Dinner in New York, NY	\$47.00
Allegretti, Joe	01/28/2019	Travel Meal - Breakfast in New York, NY	\$15.00
Butler, Mike	01/28/2019	Travel Meal - Breakfast in New York, NY	\$4.67
Allegretti, Joe	01/29/2019	Travel Meal - Breakfast in New York, NY	\$15.00
Butler, Mike	01/29/2019	Travel Meal - Breakfast in New York, NY	\$10.87
Collins, Bryan	01/29/2019	Travel Meal - Dinner in New York, NY	\$25.82
Forrest, Jonathan	01/29/2019	Travel Meal - Dinner in New York, NY	\$17.42
Butler, Mike	01/30/2019	Travel Meal - Dinner in New York, NY	\$50.00
Collins, Bryan	01/30/2019	Travel Meal - Dinner in New York, NY	\$40.51
Collins, Bryan	01/30/2019	Travel Meal - Breakfast in New York, NY	\$14.38
Forrest, Jonathan	01/30/2019	Travel Meal - Breakfast in New York, NY	\$15.00
Butler, Mike	01/31/2019	Travel Meal - Dinner in Chicago, IL	\$21.66
Butler, Mike	02/01/2019	Travel Meal - Dinner in Chicago, IL	\$38.50
Collins, Bryan	02/04/2019	Travel Meal - Breakfast in New York, NY	\$6.25
Browning, Maria	02/11/2019	Afterhours dinner in New York, NY	\$17.64
Corrigan, Kevin	02/13/2019	Travel Meal - Dinner in Chicago, IL	\$24.11
Corrigan, Kevin	02/13/2019	Travel Meal - Lunch in Chicago, IL	\$25.00
Corrigan, Kevin	02/14/2019	Travel Meal - Lunch in Chicago, IL	\$10.01
Subtotal for Meals:			<hr/> \$5,769.54

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Mileage</i>			
Soni, Kumail	11/12/2018	Roundtrip mileage expense to/from Hoffman Estates, IL	\$39.24
Subtotal for Mileage:			<u>\$39.24</u>
<i>Transportation</i>			
Collins, Bryan	10/21/2018	Taxi from home to Reagan airport	\$74.12
Tzavelis, Elias	10/21/2018	Taxi from ORD airport to hotel	\$5.13
Tzavelis, Elias	10/21/2018	Taxi from home to LGA airport	\$46.60
Collins, Bryan	10/22/2018	Taxi from Chicago airport to hotel	\$50.23
Tzavelis, Elias	10/22/2018	Taxi from client office to ORD airport	\$6.77
Tzavelis, Elias	10/22/2018	Taxi from LGA airport to home	\$67.79
Browning, Maria	10/28/2018	Taxi from home to New York Deloitte office	\$32.25
Browning, Maria	10/28/2018	Taxi from New York Deloitte office to airport	\$44.05
Corrigan, Kevin	10/28/2018	Taxi from home to New York airport	\$46.10
Fielding, Stephen	10/28/2018	Taxi from Chicago airport to Hoffman Estates, IL	\$87.06
Forrest, Jonathan	10/28/2018	Taxi from home to Reagan airport	\$89.65
Collins, Bryan	10/29/2018	Taxi from Reagan airport to home	\$75.21
Collins, Bryan	10/29/2018	Taxi from Hoffman Estates, IL to Chicago airport	\$50.00
Corrigan, Kevin	10/29/2018	Taxi from Chicago airport to hotel	\$47.49
Corrigan, Kevin	10/29/2018	Taxi from Hoffman Estates, IL to hotel	\$9.72
Fielding, Stephen	10/29/2018	Taxi from home to New York airport	\$74.79
Fielding, Stephen	10/29/2018	Taxi from Hoffman Estates, IL to Chicago airport	\$97.46
Forrest, Jonathan	10/29/2018	Taxi from Reagan airport to home	\$44.21
Tzavelis, Elias	10/29/2018	Taxi from home to LGA airport	\$68.62
Tzavelis, Elias	10/29/2018	Taxi from ORD airport to hotel	\$6.82
Butler, Mike	10/30/2018	Taxi from Hoffman Estates, IL to home	\$75.55
Chen, Kelsey	10/30/2018	Taxi from Chicago, IL to Hoffman Estates, IL	\$34.62
Chen, Kelsey	10/30/2018	Taxi from Hoffman Estates, IL to Chicago, IL	\$36.32

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

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Category	Date	Description	Amount
<i>Transportation</i>			
Corrigan, Kevin	10/30/2018	Taxi from Hoffman Estates, IL to hotel	\$8.39
Corrigan, Kevin	10/30/2018	Taxi from hotel to Hoffman Estates, IL	\$9.93
Corrigan, Kevin	10/30/2018	Taxi from hotel to Hoffman Estates, IL	\$11.59
Fielding, Stephen	10/30/2018	Taxi from New York airport to home	\$6.77
Fielding, Stephen	10/30/2018	Taxi from hotel to Chicago airport	\$67.74
Browning, Maria	10/31/2018	Taxi from New York airport to home	\$42.96
Chen, Kelsey	10/31/2018	Taxi from Chicago, IL to Hoffman Estates, IL	\$44.71
Chen, Kelsey	10/31/2018	Taxi from Hoffman Estates, IL to Chicago, IL	\$34.93
Corrigan, Kevin	10/31/2018	Taxi from Hoffman Estates, IL to Chicago airport	\$39.85
Corrigan, Kevin	10/31/2018	Taxi from hotel to Hoffman Estates, IL	\$11.13
Corrigan, Kevin	11/01/2018	Taxi from New York airport to home	\$63.04
Baily, Brianna	11/02/2018	Train from New Jersey to Washington, D. C.	\$178.00
Browning, Maria	11/04/2018	Taxi from home to New York airport	\$70.30
Tzavelis, Elias	11/04/2018	Taxi from home to LGA airport	\$50.45
Tzavelis, Elias	11/04/2018	Taxi from ORD airport to hotel	\$5.13
Allegretti, Joe	11/05/2018	Taxi from Chicago, IL to Hoffman Estates, IL	\$92.88
Collins, Bryan	11/05/2018	Taxi from Reagan airport to home	\$74.12
Collins, Bryan	11/05/2018	Taxi from Hoffman Estates, IL to Chicago airport	\$48.96
Collins, Bryan	11/05/2018	Taxi from Chicago airport to hotel	\$52.70
Corrigan, Kevin	11/05/2018	Taxi from home to New York airport	\$41.79
Corrigan, Kevin	11/05/2018	Taxi from Chicago airport to Hoffman Estates, IL	\$41.43
Tzavelis, Elias	11/05/2018	Taxi from hotel to Hoffman Estates, IL	\$68.84
Allegretti, Joe	11/06/2018	Taxi from Hoffman Estates, IL to South Barrington, IL	\$7.07
Allegretti, Joe	11/06/2018	Taxi from South Barrington, IL to Hoffman Estates, IL	\$5.85
Collins, Bryan	11/06/2018	Taxi from home to Reagan airport	\$74.12
Allegretti, Joe	11/07/2018	Taxi from North Hoffman Estates, IL to Hoffman Estates, IL	\$9.25
Allegretti, Joe	11/07/2018	Taxi from North Hoffman Estates, IL to Hoffman Estates, IL	\$5.00

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Transportation</i>			
Baily, Brianna	11/07/2018	Train from New Jersey to Washington, D. C.	\$56.00
Browning, Maria	11/07/2018	Taxi from Chicago airport to hotel	\$22.40
Browning, Maria	11/07/2018	Taxi from New York airport to home	\$43.87
Browning, Maria	11/07/2018	Taxi from home to New York airport	\$66.23
Browning, Maria	11/07/2018	Taxi from Hoffman Estates, IL to North Hoffman Estates, IL	\$9.15
Corrigan, Kevin	11/07/2018	Taxi from Hoffman Estates, IL to Chicago airport	\$41.91
Corrigan, Kevin	11/07/2018	Taxi from New York airport to home	\$51.67
Corrigan, Kevin	11/07/2018	Taxi from Hoffman Estates, IL to hotel	\$9.17
Gandhi, Shivani	11/07/2018	Taxi from Hoffman Estates, IL to home	\$49.84
Gandhi, Shivani	11/07/2018	Taxi from home to Hoffman Estates, IL	\$40.47
Tzavelis, Elias	11/07/2018	Taxi from hotel to client location	\$6.83
Allegretti, Joe	11/08/2018	Taxi from Hoffman Estates, IL to Chicago, IL	\$141.73
Tzavelis, Elias	11/08/2018	Taxi from LGA airport to home	\$82.11
Tzavelis, Elias	11/08/2018	Taxi from client location to ORD airport	\$5.13
Browning, Maria	11/11/2018	Taxi from home to New York airport	\$52.33
Chatten, Colin	11/11/2018	Taxi from home to Newark airport	\$25.81
Chatten, Colin	11/11/2018	Taxi from Chicago airport to Hoffman Estates, IL	\$42.62
Fielding, Stephen	11/11/2018	Taxi from home to New York airport	\$87.15
Allegretti, Joe	11/12/2018	Taxi from Chicago, IL to Hoffman Estates, IL	\$97.81
Browning, Maria	11/12/2018	Taxi from Hoffman Estates, IL to dinner	\$57.29
Corrigan, Kevin	11/12/2018	Taxi from home to New York airport	\$46.27
Corrigan, Kevin	11/12/2018	Taxi from Chicago airport to Hoffman Estates, IL	\$45.46
Fielding, Stephen	11/12/2018	Taxi from Chicago airport to hotel	\$97.78
Gandhi, Shivani	11/12/2018	Taxi from Hoffman Estates, IL to home	\$44.79
Tzavelis, Elias	11/12/2018	Taxi from hotel to client location	\$42.98
Tzavelis, Elias	11/12/2018	Taxi from hotel to client location	\$5.13
Allegretti, Joe	11/13/2018	Taxi from Hoffman Estates, IL to Chicago, IL	\$104.94
Baily, Brianna	11/13/2018	Train from New Jersey to Washington, D. C.	\$271.00



## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Transportation</i>			
Chatten, Colin	11/13/2018	Taxi from Hoffman Estates, IL to Deloitte Chicago office	\$51.56
Tzavelis, Elias	11/13/2018	Taxi from hotel to client location	\$29.56
Tzavelis, Elias	11/13/2018	Taxi from LGA airport to home	\$70.40
Browning, Maria	11/14/2018	Taxi from Hoffman Estates, IL to Chicago airport	\$14.85
Browning, Maria	11/14/2018	Taxi from New York airport to home	\$65.86
Corrigan, Kevin	11/14/2018	Taxi from hotel to Hoffman Estates, IL	\$10.29
Corrigan, Kevin	11/14/2018	Taxi from New York airport to home	\$44.47
Corrigan, Kevin	11/14/2018	Taxi from Hoffman Estates, IL to Chicago, IL	\$47.17
Browning, Maria	11/15/2018	Taxi from New York airport to home	\$40.55
Fielding, Stephen	11/15/2018	Taxi from Hoffman Estates, IL to Chicago airport	\$71.27
Tzavelis, Elias	11/15/2018	Taxi from LGA airport to home	\$41.55
Butler, Mike	11/17/2018	Taxi from home to Hoffman Estates, IL	\$132.58
Browning, Maria	11/19/2018	Taxi from New York train station to New York Deloitte office	\$10.46
Browning, Maria	11/19/2018	Taxi from home to New York train station	\$12.88
Browning, Maria	11/19/2018	Taxi from New York train station to home	\$13.56
Browning, Maria	11/19/2018	Train from New York to Washington, D. C.	\$359.00
Chatten, Colin	11/19/2018	Train from New York to Washington, D. C.	\$359.00
Chatten, Colin	11/19/2018	Afterhours taxi from New York Deloitte office to home	\$36.57
Fielding, Stephen	11/19/2018	Train from New York to Washington, D. C.	\$359.00
Fielding, Stephen	11/19/2018	Taxi from train station to New York Deloitte office	\$12.28
Fielding, Stephen	11/19/2018	Taxi from home to New York train station	\$71.22
Tzavelis, Elias	11/19/2018	Train from New York to Washington, D. C.	\$359.00
Chatten, Colin	11/20/2018	Afterhours taxi from New York Deloitte office to home	\$11.84
Fielding, Stephen	11/20/2018	Taxi from New York train station to home	\$63.19
Tzavelis, Elias	11/20/2018	Taxi from train station to client location	\$88.00
Chatten, Colin	11/26/2018	Afterhours taxi from New York Deloitte office to home	\$26.60



## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Transportation</i>			
Chatten, Colin	11/30/2018	Afterhours taxi from New York train station to home	\$10.18
Chatten, Colin	11/30/2018	Afterhours taxi from New York Deloitte office to home	\$8.63
Browning, Maria	12/02/2018	Taxi from home to LGA airport	\$61.33
Chatten, Colin	12/02/2018	Taxi from Hoboken, NJ to EWR airport	\$31.83
Collins, Bryan	12/02/2018	Taxi from O'Hare airport to Hoffman Estates, IL	\$42.14
Tzavelis, Elias	12/02/2018	Taxi from O'Hare airport to Hoffman Estates, IL	\$5.13
Tzavelis, Elias	12/02/2018	Taxi from home to LGA airport	\$45.60
Allegretti, Joe	12/03/2018	Taxi from Chicago, IL to Hoffman Estates, IL	\$103.94
Baily, Brianna	12/03/2018	Taxi from O'Hare airport to Hoffman Estates, IL	\$106.10
Browning, Maria	12/03/2018	Taxi from O'Hare airport to Hoffman Estates, IL	\$71.02
Chatten, Colin	12/03/2018	Taxi from ORD airport to client site	\$62.85
Fielding, Stephen	12/03/2018	Taxi from O'Hare airport to Hoffman Estates, IL	\$107.96
Forrest, Jonathan	12/03/2018	Taxi from O'Hare airport to Hoffman Estates, IL	\$120.00
Forrest, Jonathan	12/03/2018	Taxi from Bethesda, MD to Reagan airport	\$59.36
Tzavelis, Elias	12/03/2018	Taxi from hotel to Hoffman Estates, IL	\$17.08
Allegretti, Joe	12/04/2018	Taxi from Hoffman Estates, IL to Chicago, IL	\$103.47
Fielding, Stephen	12/04/2018	Taxi from client site to Hoffman Estates, IL	\$15.08
Forrest, Jonathan	12/04/2018	Taxi from Hoffman Estates, IL to O'Hare airport	\$56.58
Forrest, Jonathan	12/04/2018	Taxi from Reagan airport to Bethesda, MD	\$46.96
Tzavelis, Elias	12/04/2018	Taxi from client site to O'Hare airport	\$56.66
Tzavelis, Elias	12/04/2018	Taxi from Hoffman Estates, IL to client site	\$65.18
Allegretti, Joe	12/05/2018	Taxi from North Hoffman Estates, IL to Hoffman Estates, IL	\$9.00
Browning, Maria	12/05/2018	Taxi from LGA airport to home	\$33.00
Chatten, Colin	12/05/2018	Taxi from EWR airport to Hoboken, NJ	\$35.12
Collins, Bryan	12/05/2018	Taxi from Dulles airport to home	\$74.12
Fielding, Stephen	12/05/2018	Taxi from Hoffman Estates, IL to Chicago, IL	\$199.50
Fielding, Stephen	12/06/2018	Taxi from Hoffman Estates, IL to O'Hare airport	\$91.48

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Transportation</i>			
Fielding, Stephen	12/06/2018	Taxi from Newark airport to home	\$72.96
Fielding, Stephen	12/06/2018	Taxi from home to Newark airport	\$90.23
Butler, Mike	12/08/2018	Taxi from home to Hoffman Estates, IL	\$42.66
Butler, Mike	12/08/2018	Taxi from home to Hoffman Estates, IL	\$30.44
Allegretti, Joe	12/09/2018	Taxi from home to O'Hare airport	\$35.36
Allegretti, Joe	12/09/2018	Taxi from LGA airport to Hoffman Estates, IL	\$51.43
Allegretti, Joe	12/10/2018	Taxi from hotel to Deloitte New York office	\$8.50
Allegretti, Joe	12/11/2018	Taxi from O'Hare airport to home	\$74.10
Allegretti, Joe	12/11/2018	Taxi from North Hoffman Estates, IL to Hoffman Estates, IL	\$7.85
Allegretti, Joe	12/11/2018	Taxi from hotel to Deloitte New York office	\$12.25
Allegretti, Joe	12/11/2018	Taxi from New York Deloitte office to LaGuardia airport	\$48.20
Fielding, Stephen	12/11/2018	Taxi from Deloitte New York office to home	\$65.00
Collins, Bryan	12/13/2018	Taxi from O'Hare airport to Hoffman Estates, IL	\$65.59
Collins, Bryan	12/15/2018	Taxi from home to Dulles airport	\$74.12
Tzavelis, Elias	12/16/2018	Taxi from home to LGA airport	\$144.00
Tzavelis, Elias	12/16/2018	Taxi from LGA airport to home	\$144.00
Allegretti, Joe	01/07/2019	Taxi from Chicago, IL to Hoffman Estates, IL	\$132.30
Chatten, Colin	01/07/2019	Taxi from New York, NY to EWR airport	\$25.18
Collins, Bryan	01/07/2019	Taxi from home to IAD airport	\$74.12
Fielding, Stephen	01/07/2019	Taxi from New York, NY to EWR airport	\$107.04
Fielding, Stephen	01/07/2019	Taxi from EWR airport to New York, NY	\$79.98
Allegretti, Joe	01/08/2019	Taxi from Hoffman Estates, IL to Chicago, IL	\$103.41
Baily, Brianna	01/08/2019	Taxi from airport to Deloitte office	\$78.00
Browning, Maria	01/08/2019	Taxi from ORD airport to Hoffman Estates, IL	\$98.48
Browning, Maria	01/08/2019	Taxi from Hoffman Estates, IL to Chicago, IL	\$95.87
Browning, Maria	01/08/2019	Taxi from New York, NY to LGA Airport	\$36.19
Collins, Bryan	01/08/2019	Taxi from ORD Airport to Hoffman Estates, IL	\$45.26
Forrest, Jonathan	01/08/2019	Taxi from ORD airport to Hoffman Estates, IL	\$55.20

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Transportation</i>			
Browning, Maria	01/09/2019	Taxi from Chicago, IL to ORD Airport	\$56.53
Browning, Maria	01/09/2019	Taxi from LGA Airport to New York, NY	\$35.28
Chatten, Colin	01/09/2019	Taxi from Chicago, IL to ORD airport	\$62.98
Collins, Bryan	01/10/2019	Taxi from IAD airport to home	\$74.12
Fielding, Stephen	01/10/2019	Taxi from ORD airport to Hoffman Estates, IL	\$69.98
Butler, Mike	01/11/2019	Taxi from ORD airport to Chicago, IL.	\$38.04
Chatten, Colin	01/11/2019	Afterhours taxi from Deloitte office to home (New York, NY)	\$58.51
Allegretti, Joe	01/13/2019	Taxi from Chicago, IL to ORD Airport	\$55.71
Butler, Mike	01/13/2019	Taxi from LGA airport to New York, NY.	\$46.27
Allegretti, Joe	01/14/2019	Taxi from LGA airport to New York, NY	\$40.29
Chatten, Colin	01/14/2019	Taxi from Deloitte office to dinner (New York, NY)	\$28.24
Allegretti, Joe	01/15/2019	Taxi from New York, NY to LGA airport.	\$49.45
Butler, Mike	01/15/2019	Taxi from ORD airport to Chicago, IL	\$56.90
Allegretti, Joe	01/16/2019	Taxi from ORD Airport to Chicago, IL	\$69.06
Allegretti, Joe	01/22/2019	Taxi from Chicago, IL to ORD Airport	\$112.00
Hoffman, David	01/22/2019	Car service from EWR airport to New York, NY	\$82.88
Collins, Bryan	01/23/2019	Taxi from EWR airport to New York, NY	\$44.23
Forrest, Jonathan	01/23/2019	Taxi from LGA airport to New York, NY	\$78.17
Forrest, Jonathan	01/24/2019	Taxi from Washington Union Station to DCA airport.	\$20.60
Forrest, Jonathan	01/24/2019	Taxi from Chicago, IL to ORD airport.	\$30.30
Forrest, Jonathan	01/24/2019	Train from New York Penn Station to Washington Union Station	\$192.00
Hoffman, David	01/24/2019	Car service from Chicago, IL to ORD airport	\$91.79
Hoffman, David	01/24/2019	Taxi from New York, NY to LGA airport	\$72.34
Sullivan, Brian	01/24/2019	Taxi from New York, NY to LGA airport	\$22.91
Allegretti, Joe	01/25/2019	Taxi from New York, NY to LGA Airport	\$44.41
Allegretti, Joe	01/25/2019	Taxi from ORD airport to Chicago, IL	\$10.00
Butler, Mike	01/25/2019	Taxi from ORD airport to Chicago, IL.	\$73.90

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Transportation</i>			
Collins, Bryan	01/25/2019	Taxi from New York, NY to EWR airport	\$38.68
Hoffman, David	01/25/2019	Car service from ORD airport to Wilmette, IL	\$85.78
Hoffman, David	01/25/2019	Taxi from New York, NY to LGA airport	\$8.01
Collins, Bryan	01/26/2019	Taxi from Dulles Airport to home	\$37.06
Allegretti, Joe	01/27/2019	Taxi from LGA Airport to New York, NY	\$49.46
Butler, Mike	01/27/2019	Taxi from LGA airport to New York, NY	\$34.42
Allegretti, Joe	01/28/2019	Afterhours taxi from Deloitte office to hotel (New York, NY)	\$6.96
Collins, Bryan	01/29/2019	Taxi from Deloitte office to airport (New York, NY)	\$29.58
Forrest, Jonathan	01/29/2019	Train from BWI Airport to New York Penn Station	\$188.00
Hoffman, David	01/29/2019	Car service from EWR airport to hotel (New York, NY)	\$99.70
Collins, Bryan	01/30/2019	Taxi from EWR airport to New York, NY	\$91.23
Forrest, Jonathan	01/30/2019	Train from New York Penn Station to BWI Airport	\$210.00
Forrest, Jonathan	01/30/2019	Taxi from EWR airport to New York, NY	\$40.41
Allegretti, Joe	01/31/2019	Afterhours taxi from Deloitte office to JW Marriott (New York, NY)	\$11.62
Butler, Mike	01/31/2019	Taxi from LGA airport to New York, NY	\$41.22
Butler, Mike	01/31/2019	Taxi from ORD airport to Chicago, IL	\$43.29
Butler, Mike	01/31/2019	Taxi from New York, NY to LGA airport	\$112.39
Butler, Mike	01/31/2019	Taxi from Chicago, IL to ORD airport.	\$45.03
Collins, Bryan	01/31/2019	Taxi from Weil office (New York, NY) to EWR airport	\$80.90
Collins, Bryan	01/31/2019	Taxi from IAD airport to home	\$75.76
Allegretti, Joe	02/01/2019	Taxi from New York, NY to LGA airport.	\$88.94
Chatten, Colin	02/01/2019	Afterhours car service in New York from office to home	\$68.59
Collins, Bryan	02/03/2019	Taxi from DCA airport to home	\$48.66
Allegretti, Joe	02/04/2019	Taxi from hotel to ATL airport.	\$61.12
Allegretti, Joe	02/04/2019	Taxi from LGA airport to New York, NY	\$63.74
Allegretti, Joe	02/04/2019	Taxi from New York, NY to LGA airport.	\$85.00

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

Category	Date	Description	Amount
<i>Transportation</i>			
Collins, Bryan	02/04/2019	Car service from EWR airport to New York, NY	\$86.51
Collins, Bryan	02/04/2019	Car service from New York, NY to EWR airport	\$83.93
Forrest, Jonathan	02/04/2019	Taxi from EWR airport to New York, NY.	\$71.78
Forrest, Jonathan	02/04/2019	Taxi from New York, NY to EWR airport.	\$89.83
Corrigan, Kevin	02/12/2019	Taxi from New York, NY to LGA airport	\$44.72
Corrigan, Kevin	02/13/2019	Taxi from ORD airport to Chicago, IL	\$55.02
Chatten, Colin	02/15/2019	Afterhours car service in New York from office to home	\$60.59
Corrigan, Kevin	02/15/2019	Taxi from LGA airport to New York, NY	\$44.26
Allegretti, Joe	02/21/2019	Taxi from Chicago, IL to ORD Airport	\$101.26
Butler, Mike	02/21/2019	Taxi from Chicago, IL to ORD airport.	\$27.13
Allegretti, Joe	02/27/2019	Taxi from ORD Airport to Chicago, IL.	\$57.50
Subtotal for Transportation:			<hr/> \$14,010.06
Total			<hr/> \$70,248.94

## Sears Holdings Corporation

### Deloitte Tax LLP

#### Expenses Sorted by Category for the Fee Period

October 15, 2018 - February 28, 2019

#### Recapitulation

Category	Amount
Airfare	\$27,989.08
Hotel	\$21,854.72
Transportation	\$14,010.06
Meals	\$5,769.54
Internet Access While Traveling	\$354.80
Auto Parking	\$231.50
Mileage	\$39.24

**EXHIBIT C**

**CERTIFICATION FOR THE FIRST INTERIM FEE APPLICATION PERIOD**

**OCTOBER 15, 2018 THROUGH FEBRUARY 28, 2019**

Deloitte Tax LLP  
111 S. Wacker Drive  
Chicago, Illinois 60606-4301  
Telephone: 312-486-9858  
Thomas C. Hermanson  
Tax Services Provider

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et*  
*al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS  
FOR PROFESSIONALS IN RESPECT OF FIRST INTERIM FEE APPLICATION  
OF DELOITTE TAX LLP FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED  
AS TAX SERVICES PROVIDER FOR THE DEBTORS  
FOR THE PERIOD OCTOBER 15, 2018 THROUGH FEBRUARY 28, 2019**

THOMAS C. HERMANSON, deposes and says:

1. I am a managing director of Deloitte Tax LLP (“Deloitte Tax”), which has an office located at 111 S. Wacker Drive, Chicago, Illinois 60606. I make this certification in connection with the first interim application (the “Application”) of Deloitte Tax, in the above-captioned debtors’ (the “Debtors”) chapter 11 cases.

2. I submit this certification with respect to Deloitte Tax’s compliance with and pursuant to the Court’s General Order M-447, the Amended Guidelines for Fees and

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.



Disbursements for Professionals in the Southern District of New York adopted by the Court on November 25, 2009 (the “Local Guidelines”), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. 330 adopted on January 30, 1996 (the “UST Guidelines”) (collectively, and with the Order Pursuant to Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated November 16, 2018 (Docket No. 796) (the “Compensation Order”), the “Guidelines”).

3. In compliance with the Guidelines, I hereby certify that:

a. I have read the Application and am familiar with the services for which compensation is being sought that are described therein;

b. To the best of my knowledge, information and belief, the fees and disbursement sought in the Application are in substantial compliance with the Guidelines.

c. The fees and disbursements sought in the Application are billed at rates or in accordance with practice customarily employed by Deloitte Tax for similar services and generally accepted by Deloitte Tax’s clients.

d. Deloitte Tax has not made a profit with respect to the expenses requested in the Application.

e. No agreement or understanding exists between Deloitte Tax and any other non-affiliated or unrelated person or persons for the sharing of compensation received or to be received for professional services rendered in or in connection with these chapter 11 cases.

g. Deloitte Tax has not entered into any agreement with the office of the United States Trustee, the Debtors, any creditor or any other party in interest, for the purpose of fixing the amount of any of the fees or other compensation allowed out of or paid from the assets of the Debtors.

h. Copies of the Application were provided to the appropriate parties

h. Copies of the Application were provided to the appropriate parties on or about the date set for the filing of Applications by the Compensation Order.

/s/ Thomas C. Hermanson  
Declarant: Thomas C. Hermanson  
Title: Managing Director

Dated: April 15, 2019